



# Code of Conduct



# Greetings from Omniceil's Founder

At Omnicell, we believe our people and our culture of care represent our competitive advantage and our most critical asset for driving growth. We operate with a One Team mindset in EVERYTHING we do to foster collaboration, build trust and unity, embrace transparency, fuel innovation, and deliver operational efficiency – all necessary ingredients as we seek to realize the entirety of our growth strategy.

Our **One Team** mindset serves as the basis for how we as Omnicellians operate, and our **Code of Conduct (Code)** serves as the compass to help us stay aligned across all levels of the organization. It outlines the integrity and standards we uphold and offers guidance for navigating complex decisions we may face in our work.

Every Omnicell team member should read the Code thoroughly and refer to it when facing an ethical dilemma. By speaking up and upholding the principles outlined in the Code, we remain a company building on a foundation of trust, integrity, and shared purpose. It's a vital part of our culture of care – and something we are each accountable for living out daily.

As the business and regulatory environments in which we operate continue to shift, the Code will adapt accordingly – reflecting new laws, evolving regulations, and the changing needs of our organization. If you ever need guidance or have questions, don't hesitate to reach out to your manager or the Compliance Department.

Thank you for your commitment to upholding our standards and helping ensure that Omnicell continues to lead with integrity.



## RANDALL A. LIPPS

Chairman, President,  
Chief Executive Officer,  
and Founder





# Table of Contents

Our Code of Conduct – Putting Guiding Principles Into Practice . . . . .	.4
Prevent Bribery. . . . .	.5
Insider Trading . . . . .	.6
Guidance on Ethical Decision-Making/Leadership . . . . .	.6
Human Rights, Anti-Trafficking, Child Labor, Forced Labor . . . . .	.7
International Trade, Sanctions, Customs . . . . .	.7
Data Security and Privacy . . . . .	.8
Competition and Antitrust . . . . .	.9
Product Safety . . . . .	.9
Gifts and Entertainment . . . . .	10
Artificial Intelligence . . . . .	10
Government Contracting . . . . .	11
Environmental, Health and Safety . . . . .	13
Marketing Our Product. . . . .	13
Ethical Dealings with Healthcare Organizations, Providers and Government Organizations. . . . .	14
Respect in Our Workplace . . . . .	16
Avoid Conflicts of Interest . . . . .	17
Business Relationships with Family Members or Relatives . . . . .	18
Duty to Disclose . . . . .	18
Corporate Opportunities . . . . .	19
Political Contributions . . . . .	19
Safeguard Our Assets and Information Resources . . . . .	19
Safeguard Our Information and Our Customers' Information. . . . .	20
Communicating with External Parties . . . . .	20
Comply with Laws . . . . .	20
Public Disclosure . . . . .	21
Integrity of Records and Reporting . . . . .	21
Special Responsibilities of Managers . . . . .	23
Speak Up. . . . .	24
Anti-Retaliation Policy . . . . .	24
Frequently Asked Questions: . . . . .	25



# Our Code of Conduct – Putting Guiding Principles 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. If in doubt, you should seek guidance (see below and at the end of the Code).

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, consultants, vendors, and suppliers). You should also be familiar and comply with the locally applicable 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 OmniHub). Violations of the Code or company policies can result in discipline up to and including termination of employment, or termination of a relationship with Omnicell.

Where locally required, the Code will be implemented following consultation with workers councils.

We are united by our Guiding Principles that inform everything we do:

**Passionate Transformer** – Find a better way

**Relationships Matter** – Create synergies that yield the greatest benefits for all

**Intellectually Curious** – Challenge the status quo

**Mission Driven** – Deliver on our promises

**Entrepreneurial** – Be creative and think differently

**Do the Right Thing** – Lead by example in ALL we do





## Prevent Bribery

We will not tolerate bribery of any kind. This applies to your dealings with government officials and non-government customers, suppliers or business 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, consultants or employees 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, distributors, agents, and representatives, these third parties may never offer or accept bribes on our behalf.

Though corruption and bribery are prohibited both for public and private sectors, in most countries public officials are subject to stricter rules and restrictions than persons who work in the private sector. 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 or from a government official or giving or accepting anything of value to or 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](#).



## Insider Trading

Federal and state laws prohibit trading in Omnicell stock by persons who possess material nonpublic information. It is also illegal to communicate or “tip” material nonpublic information to others. Nonpublic information is considered “material” if a reasonable investor would consider that information important in making a decision to buy, hold or sell our securities. In order to assist with compliance with laws against insider trading, Omnicell has adopted the [Policy Against Trading on Inside Information](#). All employees are expected to review and follow the Policy Against Trading on Inside Information. In addition, certain employees must also comply with the [Trading in Securities by Covered Persons policy](#). If you have any questions, please consult the Compliance or Legal Department.

## Guidance on Ethical Decision-Making/Leadership

In many situations, including those described in the Code, the right choice is clear. Sometimes, though, it might be difficult to determine what the right next step should be. If you are unsure of how to respond to any given situation, you should always reach out to the Compliance Department. You can also consider the following ethical decision-making guide:

- Is the action legal?
- Is the action in line with Omnicell’s Code of Conduct and other policies and procedures on OmniHub?
- Is the action in line with Omnicell’s training?
- Is the action in line with Omnicell’s ethical standards and culture?
- Would you be proud of the decision if those you love and respect knew about it?
- Would you want to read about the decision in tomorrow’s news? (How would you feel if the decision was made public or was reported on the news?)

If the answer to any of these questions is “no,” or if you are unsure, you should refrain from taking the action and consult the Compliance Department for guidance. Omnicell’s reputation for honesty, fairness, and ethical business conduct hinges on every decision our employees make, no matter how small. If you find yourself in a situation that might damage that reputation, it is important for you to pause, consider your options, and consult the Compliance Department before proceeding.



## Human Rights, Anti-Trafficking, Child Labor, Forced Labor

We believe that all people must be treated with dignity and respect, so we strive to respect human rights in all areas of our business. Omnicell aims to protect all internationally recognized human rights and is committed to maintaining a work environment that is free from human trafficking, forced labor, indentured labor, and unlawful child labor. All Omnicell employees, subcontractors, vendors, suppliers, distributors, and business partners are expected to follow these commitments:

- We provide a safe and healthy workplace
- We do not use child labor, forced labor, or indentured labor of any kind and do not purchase products or services from companies that do
- We do not allow discrimination, abuse, harassment, or threats in any of our environments
- We follow both U.S and international standards

Protecting human rights is an ongoing process that requires the commitment of all our employees. We must manage this process through appropriate due diligence, controls, and constant monitoring in those areas of our business that could present risks of human rights violations. If you see or suspect human rights concerns, you must alert the Compliance Department immediately.

## International Trade, Sanctions, Customs

As a global company, Omnicell is committed to maintaining strict compliance with all import and export laws and trade controls. Because Omnicell operates all over the world, our business is subject to laws and trade restrictions governing the import, export, and reexport of software, technology, and other products. These laws include:

- Trade sanctions imposed by various governments that restrict the locations to which we provide services or sell our products, and restrict the persons with whom we can conduct business;

- Export controls imposed by governments that regulate the export or re-export of commercial and dual-use (that is, products with both commercial and military applications) commodities and technology that originated in the United States;
- Anti-boycott laws that prohibit companies from participating in international boycotts not sanctioned by the United States; and
- Customs laws mandating the proper classification and reporting of imported products and the proper payment of lawfully owed duties and taxes.

Trade laws and regulations can be complex, and violations could subject Omnicell and our employees to significant criminal and civil penalties, so it's important for you to contact the Compliance Department right away if you have any questions or concerns. Ensuring we follow these laws helps us maintain our global reputation for integrity, honesty, and ethical business conduct.

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**We have a strict policy against the use of child or forced labor by Omnicell and our business partners. We vet all suppliers to ensure they adhere to our ethical standards as per our Supplier Code of Conduct.**





## Data Security and Privacy

We are entrusted with some of the most sensitive information a person can share – their health data. All Omnicell employees must safeguard all Protected Health Information (PHI) or personal health data along with other personally identifiable information or proprietary data in our care by adhering to industry privacy, security and ethical standards. This involves applying “privacy-by-design” and “security-by-default” principles in our product and workflow utilizing confidential information; using only company-approved, encrypted systems for storage, and approved transmission methods; and following all applicable regulations, including HIPAA (US PHI), the GDPR (UK/EU personal data), US state privacy Laws (Personally identifiable information), PIPEDA (Canadian personal data) and other relevant privacy laws. Any new product, data system, or vendor relationship utilizing confidential information must undergo a documented security and privacy review before launch or contract execution.

Comply with the company [Acceptable Use Policy](#) for use of company equipment, systems and the internet. Access to confidential information is strictly limited to what you need to do your job and should be retained only for as long as necessary. You are expected to keep your credentials secure, follow the company’s coding and configuration guidelines, and immediately report any actual or suspected loss, misuse, or unauthorized disclosure of confidential information – no matter how minor – to <https://omnicell.sharepoint.com/sites/SecPrivIncidentExemption/> and the Privacy Department. ([privacyandsecurity@omnicell.com](mailto:privacyandsecurity@omnicell.com)) Failure to comply with these requirements may result in disciplinary action, up to and including termination, as well as legal consequences. Protecting confidential information results in customer trust that is not just a regulatory mandate; it is central to who we are and what we do.



## Competition and Antitrust

Most countries have fair competition laws, such as the U.S. antitrust laws, that aim to promote healthy competition and protect consumers from the negative effects of unfair business practices. These laws prohibit companies from 1) entering into arrangements with competitors that restrain trade in some way, 2) misusing intellectual property rights, or 3) using market power to unfairly disadvantage their competitors. In general, these laws prevent companies from:

- Agreeing with competitors about prices;
- Tying the sale of a desired product or service to the customer purchasing a separate product or service;
- Agreeing with competitors to rig bids or allocate customers or markets;
- Agreeing with competitors to boycott a particular supplier or customer.

Other dealings with competitors can also be illegal, unfair, or create the appearance or perception of impropriety including:

- Sharing competitively sensitive information including but not limited to things such as pricing, costs, or market distribution information with competitors;
- Entering into business arrangements or pursuing strategies or transactions that are aimed at harming a competitor or limiting competition;
- Using our market position, size, or strength to gain an unfair competitive advantage.

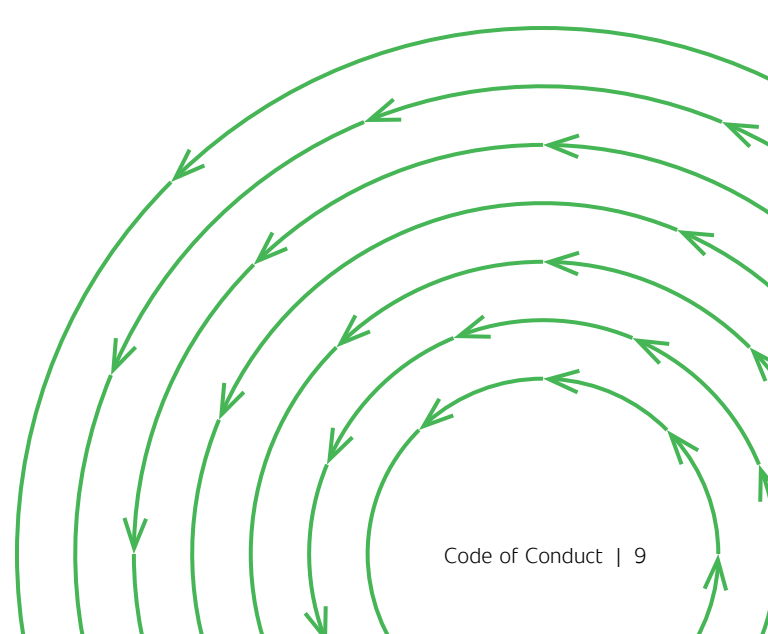
Large transactions, like mergers, acquisitions, joint ventures, and strategic partnerships all raise antitrust/fair competition issues and sometimes require regulatory filings. No such transactions should be pursued without the involvement of the Legal Department.

We believe Omnicell is successful because we provide excellent services and products to our clients. We are fair, honest, and ethical when we do business. We are committed to competing fairly in the market based on the quality of our products and services. Although the spirit of these fair competition laws is easy to understand, their application can be quite complex. If you have any questions or concerns, please seek guidance from the Compliance Department or Legal Department right away.

## Product Safety

Medication and patient safety are at the forefront of everything we do. Our customers around the world trust our products and services to enable them to deliver the right medication to the right patient at the right time.

To achieve this goal, we must provide innovative technology that complies with the applicable global laws, regulations, and standards for safety and efficacy in addition to meeting customer expectations and patient needs. Every Omnicell employee, no matter where in the business they work, is accountable for understanding and following the policies, procedures, and quality controls that apply to their work. We each take personal responsibility for the safety of our customers and the patients they serve by immediately reporting any quality or safety concern through the applicable process, Quality Department, or to the Compliance Department.





## Gifts and Entertainment

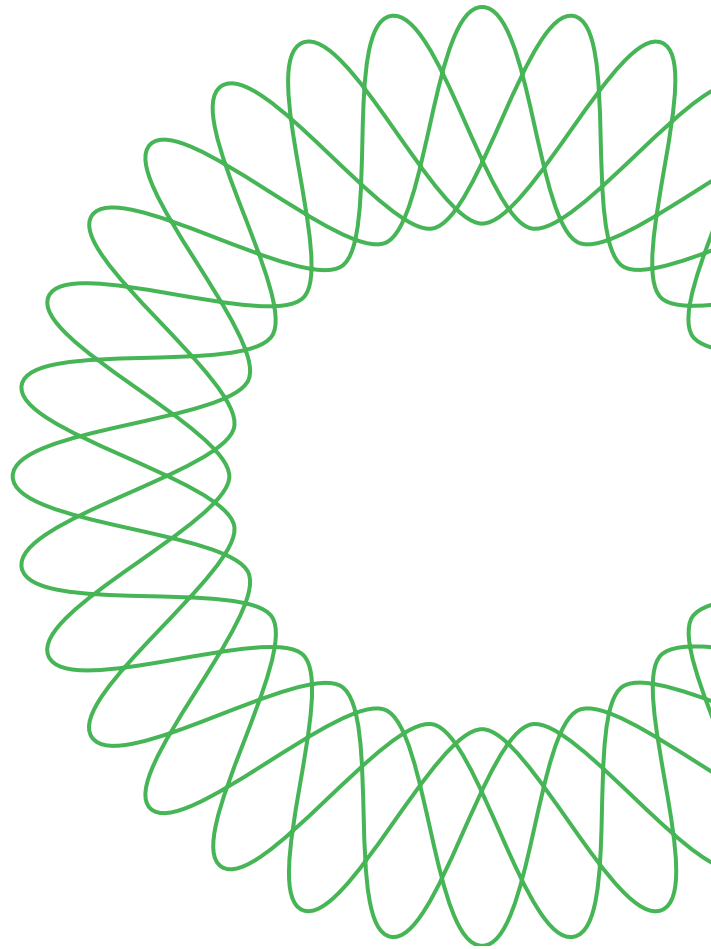
Gifts and entertainment, whether offered or accepted, can create compliance risks for Omnicell, including the potential appearance of bribery, conflicts of interest, and kickbacks. Omnicell competes for customers solely on the commercial merits of our product and service offerings. We act transparently, honestly, and according to applicable rules and regulations. Likewise, we select business partners and suppliers solely on the merits of their product and service offerings and reputation. Omnicell employees must never offer or give gifts or entertainment to anyone in return for the purchase of products or services or to obtain favorable treatment, and they must not solicit or accept gifts or entertainment from anyone in return for selecting a particular supplier, vendor, or partner to provide goods or services to the company.

Any time you are considering giving a gift or providing entertainment to a customer, business partner, government official, or other business contact, you must always consider whether it could be perceived as a bribe or an attempt to improperly influence the recipient. Similarly, when receiving a gift or accepting entertainment from a business partner, you must always consider whether the gift or entertainment you are receiving could influence your independent business judgment or might be viewed by others as having the potential to influence your independent business judgment. Whether giving or receiving gifts or entertainment, consider the appropriateness of the item or activity being exchanged, as well as its value, and whether there is an implicit or explicit expectation of anything in return, or potential for the appearance of such an expectation when viewed by an outsider.

Because these issues can be nuanced and complex, Omnicell has enacted a separate Gifts & Entertainment Policy, which can be accessed on OmniHub, in the Policy Library.

## Artificial Intelligence

Omnicell recognizes the potential benefits that our use of generative AI tools can provide to increase efficiencies and better serve our customers and stakeholders; however, we must also consider and mitigate the associated risks regarding its use. We only utilize generative AI tools that have been authorized by the company for internal and client-facing work and use generative AI tools in an ethical and responsible manner in accordance with company policy. If you have any questions about using generative AI in your role, consult the [Generative Artificial Intelligence Policy](#) located on OmniHub or consult with the AI SteerCo at [aisteerco@omnicell.com](mailto:aisteerco@omnicell.com).





## Government Contracting

Because Omnicell engages in business with government entities at the local, national and international level, we are committed to maintaining the highest standards of integrity, transparency, and legal compliance in all of our government contracting activities. Doing business with government entities carries unique responsibilities, and every employee involved in such work must understand and comply with the applicable laws, regulations, and Omnicell's policies. Practices that may be acceptable in the commercial marketplace may not be appropriate when interacting with a government entity or official.

Special rules apply when interacting with government officials or employees. As a general rule, do not offer or provide gifts, entertainment, meals, or anything of value to government officials or employees. For more information, please consult the Gifts and Entertainment Policy. If you are ever unsure of whether a gesture is permissible, err on the side of caution and seek guidance from the Compliance Department. In addition, government officials are subject to certain "revolving door" restrictions. Omnicell's hiring process will abide by these restrictions; employees should consult with the Legal Department before initiating any contact with a current or former government employee regarding employment or contracting opportunities with the company.

The company will win based on merit and will not provide any bribes or other unethical payments to secure government-funded work. Nor will Omnicell solicit, pay or accept kickbacks from any contractor or supplier; kickbacks should be considered broadly to include anything of value provided directly or indirectly to reward favorable treatment in connection with a contract or subcontract. Omnicell will not contract with entities that are sanctioned, suspended, debarred, or excluded from receiving government awards and will comply with anti-boycott rules. The company will comply with any restrictions on contingent fees in connection with securing government contracts.

Employees working on government contracts must strictly adhere to all relevant laws, including the procurement regulations of the contracting government agency. This company expects:

- Current, accurate, complete, and truthful submissions in bids, proposals, and reports;
- Accurate invoice, timekeeping, and cost charging practices and that any overpayments are disclosed and returned;
- Careful adherence to limits on lobbying and political contributions;
- Strict compliance to antitrust laws, by avoiding anti-competitive behaviors such as entering into pricing agreements with competitors, division of markets or territories, bid rotation, or monopolizing suppliers;
- Compliance with all export/trade laws and restrictions applicable to our products;
- Establishment and maintenance of a safe, healthy, and humane working environment; and
- Protection of government-controlled data including any controlled unclassified information (CUI), controlled defense information (CDI), federal contract information (FCI), or personally-identifiable information (PII).

Omnicell prides itself in providing quality products to its customers. We must provide all products and services in strict compliance with the contract requirements. This includes ensuring employees are qualified for the charged position and that all parts and supplies originate from authorized sources and are not counterfeit.



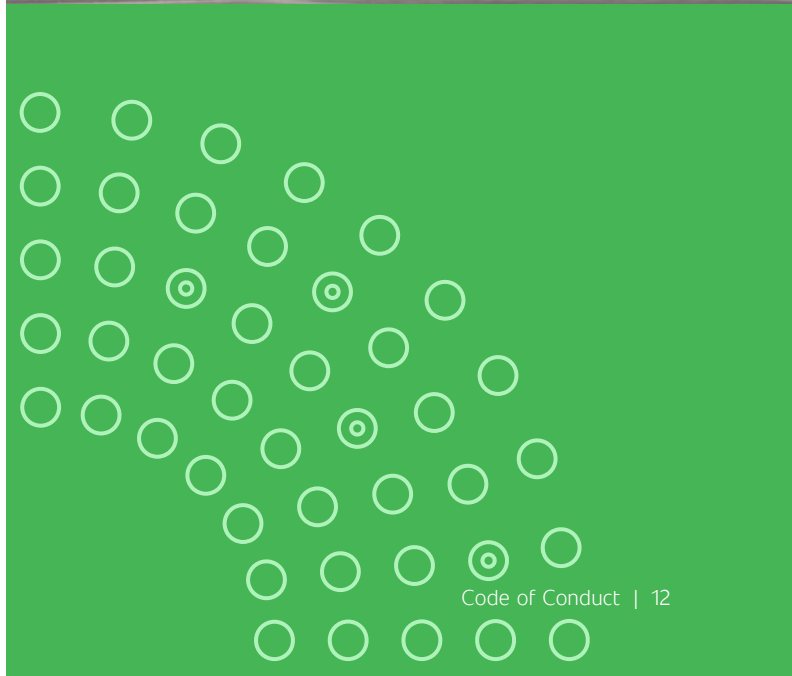
Employees must report any suspected violation of government contracting laws, regulations, or this Code to the Compliance Department immediately. Employees can report anonymously via Omnicell's reporting hotline (See section Speak Up below). Employees can expect that any report will be treated confidentially and without reprisal.

Employees must cooperate fully and honestly with all internal investigations and requests for information on behalf of company auditors (internal and external); employees must route any audit, inquiry or investigative requests for information made by third-parties to the Legal department. Employees who do not cooperate, or who are found to have violated this Code, company policy, or the law may face disciplinary action, up to and including termination of employment.

Violating the laws, rules, regulations, or even contractual obligations surrounding government contracting can have significant consequences for Omnicell and for the individuals involved, including civil or criminal penalties and loss of current or future government contracts. It can also lead to liability under the False Claims Act, which penalizes not only fraud and knowing violations but also reckless disregard of incorporated law, regulation, or contract requirement.

We each play a critical role in upholding the trust placed in us by government agencies and the public. Please always consult the Compliance Department with any questions.

Employees of Government Contractors are subject to employee whistleblower rights and protections. Government contractor employees may not be discharged, demoted or otherwise discriminated against for disclosing information related to gross mismanagement of a federal contract, gross waste of federal funds, an abuse of authority, danger to public health or safety or any violation of law, rule or regulation related to a federal contract.







## 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 environmental, 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. In addition, the company is committed to providing a drug-free workplace and employees must report to work in a condition to perform their work free from the influence alcohol and drugs, except those drugs required for a medical condition. Our global [Environmental, Health and Safety Policy](#) further describes our commitments. 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 Product

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 Department if you need more information to help ensure that you provide services on behalf of Omnicell in an ethical and legal manner.



## Ethical Dealings with Healthcare Organizations, Providers and Government Organizations

We are committed to helping all employees understand and abide by the complex regulations that impact our business, particularly those employees engaged in front line, retail pharmacy interactions with customers and various payees. We are committed to conducting all interactions with healthcare organizations and healthcare professionals globally in a manner that complies with local, regional, and international legal standards and ethical norms. Our policies are designed to ensure compliance not only with U.S. laws – such as the False Claims Act, the Anti-Kickback Statute, and the Stark Law – but also with comparable laws and regulations in other jurisdictions, including international anti-kickback laws, and healthcare transparency and disclosure (“Sunshine”) laws. Training and certification are required for those employees whose job responsibilities make it critical for them to have detailed knowledge and understanding of the regulations. However, all Omnicell employees must possess an understanding of the applicable laws and regulations.

In all markets, healthcare fraud, waste, and abuse can lead to serious regulatory, criminal, and reputational consequences. While terms and definitions may vary slightly between jurisdictions, the principles remain similar. Fraud is knowingly and willfully executing a scheme to defraud any health care benefit program or to obtain by false or fraudulent pretenses, representations or promises of money or property. Waste is the overutilization of services, that directly or indirectly results in unnecessary costs to the Medicare or Medicaid programs. Waste is not typically caused by criminally negligent actions, but by misuse of resources. Abuse arises from actions that result in unnecessary costs to Medicare or Medicaid programs such as payments for services that do not meet recognized standards of care. Abuse involves payment for items or services where there is no legal entitlement to them. The following U.S. regulations apply to portions of Omnicell’s operations and are designed to prevent fraud, waste and abuse.

Other jurisdictions in which we operate have similar regulations.



Other Segment Consideration

Health Care Fraud	False Claims Act (FCA)
<p>The federal Health Care Fraud statute makes it a criminal offense to knowingly and willfully execute a scheme to defraud a federal health care benefit program such as Medicare, Medicaid, Veterans Programs, or TRICARE. Penalties include significant fines and terms of imprisonment.</p>	<p>The federal False Claims Act (FCA) provides for civil liability for fraud involving any federally funded government contract or health program. The FCA also covers state programs that receive federal funding such as Medicaid. Intent to defraud is not required for FCA liability to apply -- the statute prohibits deliberate ignorance or reckless disregard of applicable law, regulation, or contractual requirements. Many states have their own state-level FCA laws.</p>
Stark Law	Anti-Kickback Statute (AKS)
<p>The Physician Self-Referral Law, commonly referred to as the Stark Law, is a criminal statute that prohibits physicians from referring patients to receive “designated health services” payable by Medicare or Medicaid from entities with which the physician or an immediate family member has a financial relationship, unless an exception applies. The Stark Law is a strict liability statute, which means proof of specific intent to violate the law is not required.</p>	<p>The federal Anti-Kickback Statute (AKS) is a criminal statute that prohibits the exchange (or offer to exchange), of anything of value, to induce (or reward) the referral of business reimbursable by federal health care programs. Remuneration means anything of value and can include gifts, under-market charges for products or rent, or payments that are above fair market value for the services provided.</p>





## Respect in Our Workplace

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

At Omnicell, we strive to create and maintain a positive, and supportive work environment that fosters inclusion and belonging. 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 in the policy library on OmniHub:

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

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**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.**



## 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 (or even the appearance of a conflict). A conflict of interest may occur when your personal interest (such as a benefit to you, your friends or your family) 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 and make decisions 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 Policy mentioned above.

**Confidential Information.** You may not disclose any confidential information that you have access to by reason of your employment by Omnicell, except as required in the performance of your regular duties for the company or by applicable law. You also may not make unauthorized disclosures to others of any information regarding Omnicell's business activities that has not otherwise been publicly disclosed. Please see our more detailed [Corporate Disclosure/Regulation FD Policy](#).

**Outside Employment.** Employees must refrain from performing any work or services outside their regular Omnicell work assignments for customers, whether paid or unpaid, without the Compliance Department's express prior approval to ensure there is no conflict of interest. An employee 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. Please contact the Compliance Department by email with a description of the outside employment or the proposed engagement to [compliance@omnicell.com](mailto: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 prior to making 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 EVP, Chief Legal & 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 under Speak Up on page 24.







## 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 EVP, Chief Legal & 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 Privacy Policies at all times.



## 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.

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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.

## 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.
- Subject to Speak Up section below, refer any legal, regulatory, or investment/shareholder inquiries to our Corporate Communications Department.

## 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. You should ensure you understand the major laws and regulations that apply to your work. If you believe that local law conflicts with this Code or any of our policies, always follow the law and discuss as soon as possible the perceived conflict with the Compliance Department. We discuss various legal obligations throughout this Code.





## 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 are authorized to do so by Omnicell. In general, before making any external communication or disclosure, you should consult our [Corporate Disclosure/Regulation FD Policy](#) and the Legal Department.

## 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 stockholders 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.

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**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 dedication to do what it takes. Our stockholders and our customers depend on us to protect their rights and interests.**



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
Make sure all information and business records you prepare, process or approve are accurate and complete and accurately reflect the true nature of the transaction or event they record	Falsify a record or try to hide the true nature of a transaction or event, including gifts and entertainment
Cooperate fully with our internal and external auditors, teams and advisors, including Compliance, Legal and Internal Audit – be open and honest with them	Conceal or withhold pertinent information from our internal or external auditors, teams and advisors, including Compliance, Legal and Internal Audit
Understand and follow applicable accepted accounting practices and comply with Omnicell policies, SOX/internal controls, and procedures, designed to ensure the accuracy and integrity of Omnicell financial and accounting records, even if you think bypassing them would be harmless or save time. Seek guidance from your manager if you have questions	Violate accepted accounting practices, Omnicell policies, SOX/internal controls, or procedures, designed to ensure the accuracy and integrity of Omnicell financial and accounting records
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	Provide false, incomplete, inaccurate or misleading information  Sign or approve a record if you have reason to believe it is false, including expense reports
Incur and submit travel and other business expenses in accordance with our travel and expense policies and guidelines	Establish or maintain for any purpose any Omnicell bank account, fund, or asset that is not properly recorded on our books
Retain records in accordance with our <a href="#">Records Retention Policy</a> . If you observe any irregularities related to Omnicell's business records, no matter how small, report them	Engage in or allow intentional overbilling by or of Omnicell and subsequent rebates (other than through bona fide pricing adjustments paid lawfully)



## Special Responsibilities of Managers

All Omnicell managers have additional responsibilities under the Code. Managers must foster an ethical culture and lead by example. Your words and actions matter. Lead the way by demonstrating what it means to Do the Right Thing:

- Know the Code of Conduct
- Take time to discuss the Code with your teams
- Do not turn a blind eye to unethical or non-compliant behavior. Address and correct it
- Recognize employees who embody our core values and commitment to ethics and integrity
- Maintain an open door and appropriately handle employee reports of misconduct. This means listening to employees who come forward with concerns and taking steps to ensure those concerns are properly reviewed and addressed
- Escalate reports of violations or of suspected violations of the Code to the Compliance Department, Human Resources, or using other means mentioned in the Speak Up section below
- Uphold the Anti-Retaliation Policy mentioned below





# Speak Up



Please report violations or suspected violations of our Code, other Omnicell 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 applicable locally.

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.

## Anti-Retaliation Policy

Omnicell is committed to providing an enriching work experience for its employees. Omnicell believes that it is essential to create a culture that empowers employees to internally speak up on matters of genuine concern without fear of retaliation; and be assured that their

concerns will be taken seriously, investigated, and kept confidential to the extent possible.

Any employee who reports a violation in good faith or on reasonable grounds will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting a concern. Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the employee believes constitutes a violation of applicable laws or regulations, our Code, or Omnicell policies is prohibited and will, in itself, be treated as a violation of our Code. Retaliation is defined by local laws. It can be for instance: disciplinary measures, discharge or direct or indirect discrimination with regard to recruitment, remuneration, promotion, training, assignment, or mobility taken against the author of the alert, a facilitator, a witness, or any person connected with the author of the alert.

In the event you believe you have been subject to retaliation, immediately advise Human Resources or the Compliance department.



## Frequently Asked Questions:

### Q: How do I report violations or suspected violations?

#### A: Reports can be made through several channels:

- You can raise compliance issues with your manager, or their manager.
- Alternatively, you may make a report to our Compliance Department. You can contact them and ask that your identity be kept confidential or contact them anonymously.
- You may make reports toll-free via our Compliance Hotline 24 hours a day, seven days a week, in your native language and remain anonymous when permitted by law. In many countries, you are not required to give your name when submitting an online concern or calling the Compliance Hotline. If you choose to identify yourself, your information will be handled with as much confidentiality as possible. However, certain countries do not allow the option of anonymity due to local rules and regulations. In these cases, the persons calling will be required to identify themselves in order to report their incident.

If a report is made anonymously, the possibility of it being handled will particularly depend on whether sufficiently detailed and factual information has been provided by the reporter.

You may use any of these channels:

- **Phone:** if you are calling from the US (855) 726-6899\*  
If you are calling outside the US, please dial 00 1 before or visit <https://omnicell.ethicspoint.com> to find local numbers.
- **Web:** Visit <https://omnicell.ethicspoint.com>
- **Email:** By sending an email inquiry to [compliance@omnicell.com](mailto:compliance@omnicell.com)
- Audit Committee or Audit Committee Chair pursuant to Omnicell's [Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters](#).

In countries where there is a local workers council, it does not affect your right to discuss with the workers council or their members.

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



**Q: Who can report violations?****A: Anyone in a relationship with Omnicell:**

- Any employee, under a fixed or permanent contract, full-time or part-time, any consultant, any corporate officer of Omnicell, employees who have left Omnicell concerning information obtained in the course of their employment.
- Any stockholder: stockholder of Omnicell, Inc., person applying to a job at Omnicell, any employee, manager, corporate officer of a business partners, vendors, third parties with which we do business or sub-contractors of Omnicell.

**Q: Can I talk to the authorities?****A: Yes.**

- Generally, you are encouraged to first use the internal channels mentioned above in order for situations to be remedied within Omnicell as quickly and efficiently as possible, while allowing you to benefit from enhanced confidentiality.
- However, you may report to a judicial or administrative authority, professional body or any relevant institution or body.
- Translation of the global policies may contain as an appendix a list of local authorities.

**Q: How are reports handled?****A: We will investigate.**

- Upon receiving a report of an alleged violation, our Compliance Department will acknowledge to the reporter receipt of the report within seven days and conduct a prompt and thorough investigation, as applicable to the circumstances.
- Within three months following the acknowledgment receipt, our Compliance Department will provide to the reporter information on the measures envisaged or taken to evaluate the accuracy of the allegations and, where appropriate, to remedy the subject of the alert, together with the reasons for the latter.
- Privacy concerns may preclude dissemination of certain of the findings. The author of the alert will also be informed if the file is closed.



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

**A: No.**

- If you report potential compliance violations in good faith or on reasonable grounds 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 allows retaliation or retribution will be subject to discipline, up to and including termination. If you feel that you have been retaliated against, please contact the Compliance 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 Department.
- Always feel free to talk to supervisors, managers, or other appropriate personnel.

Act with Integrity at all times, Speak Up when you think something's not right, ask for help when you're not sure! There are resources available to help you Do the Right Thing that are 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 at <https://omnicell.ethicspoint.com> or toll free (855) 726-6899\*  
Via internal email: [compliance@omnicell.com](mailto:compliance@omnicell.com)

\*Dialing from outside the US and Canada may require dialing a country access code first or visit <https://omnicell.ethicspoint.com> to find local number.