



POLICY CONCERNING FOREIGN CORRUPT PRACTICES ACT

**(ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 5, 2008;
REVISED AND RE-ADOPTED BY THE BOARD OF DIRECTORS ON JULY 27, 2011
REAFFIRMED BY THE BOARD OF DIRECTORS ON MAY 7, 2013)**

1. Introduction

We are committed to maintaining the highest standards of business conduct and ethics. This Policy Concerning Foreign Corrupt Practices Act (the “*Policy*”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to read and understand the Policy and its application to the performance of his or her business responsibilities. References in the Policy to employees are intended to cover officers and, as applicable, directors. As used herein the term “Agent” shall mean any individual or organization that acts on behalf of and is subject to the control of Omnicell, Inc. (“*Omnicell*” or the “*Company*”) or an employee of Omnicell.

Officers, managers and other supervisors are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Policy. Supervisors are also expected to ensure that all Agents and contractors conform to Policy standards when working for or on behalf of Omnicell. The Policy should be read in conjunction with the Company’s Code of Conduct (the “*Code*”). Should an employee have any questions concerning the Policy, they should contact the Compliance Officer, as further described below and in the Code.

2. The Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the “*FCPA*”) prohibits U.S. companies from directly or indirectly giving anything of value to a government official to obtain or retain business, secure any improper advantage, direct business to any person or entity, or receive more favorable treatment of any type from a foreign government. The FCPA also requires the maintenance of accurate books of account, with all company transactions being properly recorded. Violations of the FCPA, even if unintentional, may result in severe penalties to Omnicell and can, in some situations, result in fines and penalties to Omnicell’s officers and members of its Board of Directors. Given these serious fines and penalties, employees who flagrantly (even if it is the first time) or repeatedly violate the FCPA will be terminated.

“Anything of value” includes not only cash, but items such as gifts, gift cards, electronic equipment, clothing, meals, entertainment, travel, lodging, transportation, loans, use of property, charitable contributions, and job offers. In short, any benefit provided to a foreign official might qualify as something of value for FCPA purposes.

A “foreign official” means any officer or employee of a foreign government, public organization (for example, the World Bank, United Nations, the European Union, and the World

Health Organization), public institution, political candidates, or any other organization or institution that regulates, or governs our ability to do business in a country. This also includes government-owned businesses and healthcare providers and reimbursement agencies, political parties, quasi-governmental agencies and any organization that acts on behalf of a government. Government officials include officials at every level of government, regardless of rank or position. If you have any questions regarding whether or not a person is a foreign official, please contact the Compliance Officer who will assist you in that determination.

3. Policy Statement

The use of the Company's funds for any unlawful or unethical purpose is strictly prohibited. Employees may not offer, give, or cause others to offer or give bribes, kickbacks or illegal payments to advance, promote, expedite or influence Omnicell's business. Such payments include money, favors or costly entertainment gifts. These laws impose strict record keeping requirements on companies, requiring that all payments and disbursements be accurately recorded to ensure funds are not disbursed for these purposes. Violations are punishable by fines and imprisonment. Omnicell will also use its best efforts to ensure that third parties comply with these laws when doing business with the Company.

4. Permissible Payments

Payments for Routine Governmental Actions:

Examples of routine governmental actions include:

- obtaining permits, licenses or other official documents to qualify a person to do business in a country other than the United States;
- processing governmental papers, such as visas and work orders;
- providing, mail pick-up and delivery, or scheduling inspections associated with contract performance, or inspections related to transit of goods across country;
- providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- actions of a similar nature.

Payments for routine governmental actions should be the standard amount charged for the action by the foreign government for the services listed above. Such payments are permitted. However, routine governmental action will *never* include any decision to award new business to or continue doing business with a particular company or person. In addition, the anti-bribery laws in other countries (e.g. the U.K.) prohibit "facilitating" or "grease" payments – i.e. payments of additional amounts, above and beyond the standard rate charged, to a foreign official related to the performance of a routine governmental action. Omnicell's policy prohibits the payment of "facilitating" or "grease" payments. Any questions regarding whether a particular payment qualifies as a payment for a routine governmental action or is a "facilitating" or "grease" payment should be addressed to the Compliance Officer.

Business Meals and Entertainment:

Companies may pay reasonable and bona fide expenditures (including travel and lodging) incurred by or on behalf of a foreign official, if the payments are directly related to either (1) the promotion, demonstration or explanation of products or services or (2) the execution or performance of a contract with a foreign government or agency thereof. However, any expenses must be reasonable and bona fide and directly relate to the promotion of Omnicell's products and services. In other words, any travel, lodging and meal expenses must be reasonable and necessary, not lavish or extravagant. For example, Omnicell does not authorize the payment of any travel or lodging for the spouse or children of any government official nor does it permit any side trips by the government official that are unrelated to the business purpose of any trip. Nor does Omnicell authorize first class travel, hotel accommodations at lavish resort hotels or meals at extravagant restaurants. In addition, any expenses for travel and lodging for any government official must be approved in advance by the Compliance Officer.

To help you determine if business meal and entertainment expenses are reasonable and customary, you should refer to the following guidelines:

- The purpose of these meals and entertainment should be to help maintain good working relationships and communication with these officials. No meals or entertainment should be provided to any foreign government official in order to *obtain or retain* business, secure any improper advantage, direct business to any person or entity, or receive more favorable treatment of any type from a foreign government.
- The total amount spent on these meals and entertainment should not be excessive or extravagant. Keep in mind that regardless of the amount spent, any meals or entertainment offered as a means of inducing a particular action by a government official is in violation of the Code.
- Reasonable care should also be taken to ensure that providing such meals and entertainment does not violate any local laws.
- All expense reports and invoices for any meals or entertainment must accurately describe the expense.

5. Gifts

Generally neither Omnicell nor its employees should provide any gifts to government officials. This does not preclude the giving of gifts that are of nominal value (such as inexpensive items that carry Omnicell's logo like pens, coffee mugs, etc.), are for the purpose of maintaining goodwill towards Omnicell, are given in accordance with local laws, and are not being provided for the purpose of inducing any particular action by the recipient.

6. Questions And Reporting

You are strongly encouraged to ask any questions that you may have regarding the FCPA or an action that you feel might be in violation of the FCPA. These questions should be directed to the Compliance Officer. Dan S. Johnston, Omnicell's Executive Vice President and General Counsel, is Omnicell's Compliance Officer, and he may be reached at (650) 251-6100 or whistleblower@omnicell.com. Alternatively, you may contact Fulcrum Financial Inquiry, LLP ("Fulcrum"), an independent third-party whistleblower vendor. Employees may anonymously report concerns to Fulcrum via (i) the Compliance Hotline at (213) 787-4137 (answered by professional personnel from 8:00 a.m. to 6:00 p.m. Pacific time. Outside these hours, the phone will be answered by an automated voice mail system), (ii) the Compliance Email Box at whistle@fulcrum.com (referencing Omnicell, Inc. in the subject line), (iii) A web-based form located at www.fulcrum.com/omnicell.htm, (iv) the Compliance Fax at (213) 891-1300 (referencing Omnicell, Inc. in the subject line), or (v) regular U.S. mail to Fulcrum Financial Inquiry, LLP, Whistleblower Department, 888 S. Figueroa Street, Suite 2000, Los Angeles, CA 90017 (referencing Omnicell, Inc. in the subject line). It is particularly important that you use your best judgment at all times and ask for advice from the Compliance Officer before taking any action that you feel could be a violation of the FCPA. We encourage you to always err on the side of caution.

7. Reporting

If a co-worker or a third-party Agent is taking actions or is considering taking actions that are suspicious and that you think could be in violation of the FCPA, it is your obligation to report this to the Compliance Officer pursuant to the Code. Keep in mind that you may have additional reporting obligations imposed by the Code or other Company policies.

8. Ensuring That Third-Party Agents Comply With The FCPA

As discussed above, the prohibitions of the FCPA include corrupt offers, promises and payments to foreign government officials made by agents or intermediaries on a company's behalf. It is unlawful to make an offer, promise, or payment of anything of value through an agent, distributor, consultant, joint venture partner or other third party to secure an improper benefit with the knowledge that the ultimate beneficiary is a government official. Omnicell employees should be careful to avoid situations involving third parties that might lead to a violation of the FCPA. In addition, before hiring any agent, distributor, consultant or other third party to represent Omnicell in any foreign country, the manager responsible for hiring the third party must notify the Compliance Officer and obtain approval.

Unless otherwise approved in writing by the Compliance Officer all contracts with agents, distributors, consultants, and other third parties, all joint venture, partnership and shareholder contracts and all contracts for the acquisition of entities or business assets, to the extent such contracts or agreements pertain to business carried out or to be carried out in whole or in part outside the United States, shall contain anti-bribery provisions mandating compliance with the FCPA and all other applicable anti-bribery laws, including the third party's agreement to certify compliance on a regular basis and shall also include a copy of this Policy.

As stated above, we all need to use our best efforts to ensure that third parties do not violate the FCPA. To do this, we expect that:

- No employee will ignore suspicious behavior by our third-party Agents. Instead, we expect that employees will investigate suspicious behavior by third-party Agents and promptly report suspicious behavior by third-party Agents to the Compliance Officer.
- No employee will authorize, permit or encourage any third-party Agent to make any payments to government officials for the purpose of securing or maintaining business. We expect that employees will not condone these payments and will refuse to do business with any Agent who appears to be making these payments.

9. Books and Records

It is the responsibility of all Omnicell employees and agents to ensure that the Company's books and records accurately and fairly reflect the transactions in which Omnicell participates. Accordingly, any Omnicell employee or agent who participates in any transaction covered by this Policy shall take appropriate measures to ensure that the nature and amount of the transaction is accurately and fairly reflected in the Company's records.

Any perceived failure of Omnicell's books and records to meet the FCPA's requirements, shall be reported to Omnicell's Compliance Officer who shall, as circumstances warrant, consult with Omnicell's Audit Committee in order to determine whether a possible violation exists, and, if so, the appropriate actions required.

10. Consequences of Noncompliance

Failure to comply with any aspect of this Policy or FCPA laws will be grounds for termination or other disciplinary action in line with the disciplinary process for the relevant Omnicell site/country. In addition, employees and business partners violating the FCPA and/or local anti-bribery laws may also be fined and/or imprisoned.

Persons or entities who provide services to or on behalf of Omnicell should similarly expect to have their contracts terminated for cause if they violate the FCPA. Omnicell will actively seek to recoup any losses it might suffer as a result of a violation of the FCPA from the individual or entity who carried out the prohibited activity.

11. Red Flags

It is the responsibility of all employees to ensure not just their own, but also the Company's compliance with this Policy. Certain situations arise which may indicate a potential violation of the FCPA or this Policy that should act as a warning or red flag to our employees. For example, each of the following represents a potential red flag:

- payments to persons outside the normal scope of business;
- doing business with a partner who has a family or business relationship with a government official;

- doing business with a partner who requests that its agreement with the Company be kept secret, or requests that its payments remain secret, or who refuses to identify its owners;
- a government customer who insists that the Company use a particular consultant;
- a business partner requests fees that are out of line with industry standards or submits inflated or inaccurate invoices, or refuses to submit details related to the work performed, or seeks payment in cash;
- a business partner requests exorbitant travel and entertainment expenses or gifts for foreign officials;
- a business partner requests authority to make agreements with third parties without the Company's approval; and
- payments that are not recorded in the Company's records in a way that accurately reflects the nature of the payment.