



Omnicell, Inc.

Corporate Governance Guidelines

(As Approved by the Board of Directors on November 8, 2023)

The Board of Directors (the “Board”) of Omnicell, Inc. (the “Company”) has established the following guidelines (“Governance Guidelines”) for the conduct and operation of the Board.

1. Board Composition and Selection

1.1. Size and Classes of the Board

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. The Board is divided into three classes that serve staggered three-year terms and are as nearly equal as possible.

1.2. Independence of Directors

It is the policy of the Company that the Board be composed of not less than a majority of independent directors, subject to any exceptions permitted by the NASDAQ Stock Market (“NASDAQ”) listing standards. In determining independence, the Board will consider the definition of independence set forth in the NASDAQ listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

1.3. Management Directors

The Board anticipates that the Company’s Chief Executive Officer will be nominated to serve on the Board. The Board may also appoint or nominate other members of the Company’s management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

1.4. Selection of Chief Executive Officer and Chairman of the Board; Lead Independent Director

The Board will select the Company's Chief Executive Officer and Chairman of the Board ("Chairman") in the manner that it determines to be in the best interests of the Company's stockholders. It is the policy of the Company that the positions of Chief Executive Officer and Chairman may be held by the same person. The Board recognizes, however, that there may be circumstances that arise in the future that would lead it to separate these offices. If at any time the Chairman shall be the Chief Executive Officer or another officer of the Company, the independent directors (as defined under the NASDAQ listing standards) shall by majority vote designate a lead independent director from among the independent directors (the "Lead Independent Director"). The Lead Independent Director shall convene and chair sessions of the independent directors or non-management members of the Board and shall have such other powers and duties as the Board may assign from time to time. In the absence of the Chairman, or if the Chairman is unable to preside, the Lead Independent Director shall preside at all meetings of the Board and at all meetings of the Company's stockholders. In addition, the Lead Independent Director will have the following responsibilities:

- With the Chairman, establish the agenda for regular Board meetings;
- Establish the agenda for meetings of the independent directors;
- Coordinate with the committee chairs regarding meeting agendas and informational requirements;
- Consult with the chair of the Corporate Governance Committee or Compensation Committee, respectively, regarding the evaluation or compensation of the Chief Executive Officer;
- Preside over any portions of meetings of the Board at which the performance of the Board is presented or discussed; and
- Coordinate the activities of the other independent directors and perform such other duties as may be established or delegated by the Chairman.

1.5. Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance Committee is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 below. The invitation to join the Board should be extended by the Chairman or Lead Independent Director.

1.6. Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Corporate Governance Committee. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Corporate Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board considers diversity (including race, ethnicity and gender), age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during

their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for NASDAQ purposes.

1.7. Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

1.8. Director Resignation Policy

It is the policy of the Company that any nominee for director in an uncontested election who receives a greater number of votes “against” and/or “withheld” from his or her election than votes “for” such election shall submit his or her offer of resignation for consideration by the Corporate Governance Committee. The Corporate Governance Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Corporate Governance Committee’s recommendation within ninety (90) days following certification of the stockholder vote. Promptly following the Board’s decision, the Company will disclose that decision and an explanation of such decision in a filing with the Securities and Exchange Commission or a press release. Any director who submits his or her offer to resign from the Board pursuant to this provision shall not participate in deliberations regarding whether to accept the offer of resignation. If a majority of the members of the Corporate Governance Committee are subject to this evaluation process, then the independent directors on the Board who are not subject to the evaluation will appoint a special committee of the Board among themselves solely for the purpose of conducting the required evaluation. This special committee will make the recommendation to the Board otherwise required of the Corporate Governance Committee.

1.9. Limits on Board Memberships

Directors may not serve on the Boards of more than two other public companies without first obtaining the prior approval of the Lead Independent Director. In addition, no member of the Audit Committee may serve on more than two other public company audit committees without first obtaining the prior approval of the Lead Independent Director. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies.

1.10. Retirement Age

In general, directors are expected to retire from the Board at age 75, or at the conclusion of the term in which they reach age 75 unless otherwise recommended for nomination by the Corporate Governance Committee.

1.11. Changes in Personal Circumstances and Other Matters

The Board does not believe that directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. A director who experiences a significant change in his or her principal business, professional position, employment or responsibility must offer his or her resignation from the Board, which resignation may be accepted or rejected by the Board in its sole discretion. Management directors must offer their resignation from the Board upon their resignation, removal or retirement as an officer of the Company. A director shall promptly notify the Chairman of the Board and the Secretary of the Company in the event of any change or anticipated change in affiliations, activities or professional or personal circumstances that could (i) create a conflict or potential conflict of interest, (ii) trigger any reporting obligation with the Securities and Exchange Commission, (iii) involve the director engaging in significant political activity (such as accepting a leadership position in a political campaign, running for office or accepting an elected or appointed political office), (iv) cause embarrassment, negative publicity or reputational harm to the Company or the director and/or (v) result in a possible inconsistency with the Company's policies or values. The Corporate Governance Committee shall review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether to accept the resignation.

2. Role of the Board of Directors

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company.

Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the Company, its values and its business and to long-term stockholder value. Directors are encouraged to attend the Company's annual meeting of stockholders, either in person or telephonically.

3. Director Orientation and Education

The Corporate Governance Committee will work with management to develop an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining the level of expertise to perform his or her duties as a director.

4. Director Compensation

The Company's management directors shall not receive additional compensation for service as directors, except for reimbursement of reasonable expenses incurred to attend Board or committee meetings. The form and amount of director compensation for Board and committee service for non-management directors shall be recommended by the

Compensation Committee in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines. The amount of compensation should be consistent with market practices of similarly situated companies and should align directors' interest with those of stockholders and encourage increased ownership of the Company's stock through the payment of a portion of director compensation in equity awards. In determining compensation, the Compensation Committee will consider the impact on the directors' independence and objectivity.

The Board believes that, in order to align the interests of directors and stockholders, directors should have a financial stake in the Company.

For any director who is requested by the Board to discontinue his or her service for any reason other than fraud or misconduct, the unvested portion of each of such director's Company equity awards under the Company equity incentive plans shall immediately become fully-vested and, with respect to stock options, exercisable, upon the Board's approval of such acceleration. All vested shares must be exercised in accordance with the terms of the plan under which they were issued.

Acceleration may be limited in certain circumstances, in particular, if any such acceleration (the "Benefit") would (i) constitute a "parachute payment" within the meaning of Section 280G of the Internal Revenue Code and (ii) but for this action, be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then the Benefit will be reduced to the extent necessary so that no portion of the Benefit would be subject to the excise tax, as determined in good faith by the Board; provided, however, that if, in the absence of any such reduction (or after such reduction), the affected director believes that the Benefit or any portion thereof (as reduced, if applicable) would be subject to the excise tax, the Benefit shall be reduced (or further reduced) to the extent determined by his or her discretion so that the excise tax would not apply. If, notwithstanding any such reduction (or in the absence of such reduction), the Internal Revenue Service determines that the director is liable for the excise tax as a result of the Benefit, then he or she will be obligated to return to the Company, within thirty (30) days of such determination by the IRS, a portion of the Benefit sufficient such that none of the benefit retained by him or her constitutes a "parachute payment" within the meaning of Code Section 280G that is subject to the excise tax.

5. Board Meetings

5.1. Number of Meetings

The Board expects to have at least four regular meetings each year, generally in February, May, August and November.

5.2. Attendance

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Chairman of circumstances preventing attendance at a meeting.

5.3. Preparation and Commitment

The Company will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than three days prior to the meeting, except in unusual circumstances. Directors are expected to rigorously prepare for, attend, and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

5.4. Agenda

The Chairman together with the Lead Independent Director will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5.5. Executive Session

The independent directors of the Board will meet periodically in executive session but no less than two times per year or such greater number as required by the NASDAQ listing standards. Executive session discussions may include such topics as the independent directors determine.

The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board. Executive sessions will be chaired by the Lead Independent Director.

5.6. Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairman of the appropriate committee will present such report.

5.7. Operating Plan

Every year the Board will review and approve an operating plan for the Company.

6. Board Committees

6.1. Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee, and (c) a Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Corporate Governance Committee shall be composed entirely of directors meeting the definition of “independence” set forth in the NASDAQ listing standards.

6.2. Committee Functions

Audit Committee. The Audit Committee oversees the Company’s corporate accounting and financial reporting process. For this purpose, the Audit Committee performs several functions.

Compensation Committee. The Compensation Committee reviews and approves the overall compensation philosophy, strategy and policies for the Company’s executive officers and directors.

Corporate Governance Committee. The Corporate Governance Committee oversees and develops a set of corporate governance principles for the Company.

6.3. Committee Charters

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, each new committee formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee, and each committee shall recommend any proposed charter changes to the Board.

6.4. Board Committee Membership

The Corporate Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of NASDAQ, the rules and regulations of the Securities and Exchange Commission and applicable law, recommends to the Board annually the chairmanship and membership of each committee.

6.5. Committee Meetings and Agenda

The committee Chair, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management and the Lead Independent Director, will develop the committee's agenda.

7. Board Access to Management; Use of Outside Directors

The Board has access to all Company officers and employees. Any meetings or contacts that a director desires to initiate shall be arranged through the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer or, in situations where that is not appropriate, through the Chair of the Audit Committee, the Chair of the Compensation Committee or the Chair of the Corporate Governance Committee. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the

Company, and copy the Chief Executive Officer, Chief Financial Officer and/or Chief Legal Officer on any written communications, to the extent not inappropriate.

The Board and each committee shall have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

8. Chief Executive Officer Evaluation; Succession Planning

The Board should conduct an annual review of the Chief Executive Officer's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

The Corporate Governance Committee should periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's Chief Executive Officer and other executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. Confidentiality

The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information (whether or not material to the Company) entrusted or obtained by a director by reason of his or her position as a director of the Company. Accordingly:

- no director shall use Confidential Information (as defined below) for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no director shall disclose Confidential Information to any person or entity outside the Company (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or

her service as a director of the Company, except with express prior authorization of the Company's Chief Legal Officer or the Chairman of the Board or as may be otherwise required by law (in which event a director shall promptly advise the Chief Legal Officer or the Chairman of the Board of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the Chief Legal Officer or the Chairman of the Board may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Governance Guidelines, “Confidential Information” includes, without limitation:

- information regarding Board and committee meetings, discussions, deliberations and decisions;
- information received from or relating to third parties with which the Company has or is contemplating a relationship, such as current or potential customers, suppliers or strategic partners;
- information, documents or other materials received pursuant to a confidentiality agreement, non-disclosure agreement or other agreement that includes confidentiality or non-disclosure obligations that relate to such information, documents or other materials;
- technology, products, concepts, valuable ideas, trade secrets, technical information, strategies and business and product plans;
- customer information;
- employee information; and
- information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders, if disclosed.

10. Communications

10.1. Board Interaction with Third Parties

As a general matter, the Chief Executive Officer (and senior executives to whom the Chief Executive Officer further delegates) has been given authority by the Board to speak for the Company on most matters related to Company performance, operations and

strategy. The Chief Executive Officer may further delegate such authority to senior executives at the Chief Executive Officer's discretion. Directors should refer inquiries from investors, analysts, the press, customers, suppliers and others outside the Company to the Chief Executive Officer or his or her designee. The Chairman of the Board (or the Lead Independent Director) may make statements from time to time as directed by the Board. The Board may also designate other directors to participate in and lead particular communication efforts. Individual directors may only speak with investors, analysts, the press, customers, suppliers and others outside the Company about the Company if expressly authorized by the Board and in accordance with the policies of the Company.

10.2. Stockholder Access to Directors.

Stockholders shall have reasonable access to directors at annual meetings of stockholders and an opportunity to communicate directly with directors on appropriate matters. The Board welcomes feedback from stockholders and will generally respond, or cause the Company to respond, in writing to bona fide communications from stockholders addressed to one or more members of the Board. Stockholders and other interested parties may communicate with the Board or any of its committees or directors by writing to: Omnicell, Inc., Attn: Corporate Secretary, 4220 North Freeway Fort Worth, Texas 76137.

11. Board Assessment

The Corporate Governance Committee will develop and oversee an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Corporate Governance Committee will receive feedback from all directors and report annually to the Board with an assessment. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved, and (c) overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as appropriate.

12. Review of Governance Guidelines

The Corporate Governance Committee will review and assess the adequacy of these Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.