



Omnicell, Inc.

Policy Concerning Anti-Corruption

(Adopted by the board of directors on February 5, 2008; revised and readopted by the board of directors on July 27, 2011; reaffirmed by the board of directors on May 5, 2012; revised and adopted by the board of directors November 4, 2020; revised and adopted by the board of directors on August 3, 2022; revised and adopted by the board of directors on August 10, 2023; revised and adopted by the board of directors on August 8 2024.)

1. Purpose

We are committed to maintaining the highest standards of business conduct and ethics. This Policy Concerning Anti-Corruption (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. Scope

We expect every employee, officer and director of Omnicell (as defined herein) worldwide 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 also cover officers and, as applicable, directors.



The “Company” or “Omnicell” refers to Omnicell, Inc. and any corporation or business entity which directly or indirectly, is controlled by Omnicell, Inc.

We also expect Third Parties to abide by this Policy. Third Party or Third Parties are any individuals, companies, associations, partnerships, or other entities retained by Omnicell to act on behalf of, or for the benefit of, Omnicell. This includes but is not limited to distributors, resellers, agents, subcontractors, consultants, customs brokers, suppliers and lobbyists.

3. Compliance with Laws

We respect and obey the law, in letter and in spirit. This applies to laws countering bribery and corruption in the countries in which our products and solutions are sold and includes the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and other European laws which have extra-territorial scope.

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. While structured around the Foreign Corrupt Practices Act in the United States and the United Kingdom’s Bribery Act of 2010, the Policy outlines the conduct expected of each employee in Omnicell, regardless of location, local laws and culture.

All employees and Third Parties are responsible for complying with all applicable laws and regulations governing anti-bribery and anti-corruption in the countries in which they are conducting business. Neither the Company nor any employee may, directly or indirectly, violate or seek to evade the anti-corruption laws or regulations of any country in which Company business is performed.

If you are aware of any law that would be more stringent than this Policy, you should contact the Compliance Department (compliance@omnicell.com).

4. Policy Statement

The Company, including any of its officers, directors, or employees, and any Third Parties engaged by the Company may not, directly or indirectly, authorize, offer, provide, propose, promise, solicit or receive bribes, kickbacks or other illegal payments for any purpose. Such illegal payments may include “anything of value”: money, favors, costly entertainment, gifts, gift cards, electronic

equipment, clothing, meals, entertainment, travel, lodging, transportation, loans, use of property, charitable contributions, and job offers or anything else of value to the recipient.

All offers of or solicitations or demands for bribes and/or kickbacks must be expressly rejected. This provision prohibits bribes and kickbacks to government officials as well as representatives of private commercial entities or non-profit organizations:

- A bribe includes any payment, gift, promise or offer of money or anything of value, whether directly or indirectly through third parties, to any person or entity for purposes of corruptly or improperly influencing any act or decision of the recipient in his or her official capacity for the purpose of obtaining or retaining business or securing an improper advantage.
- A kickback is a particular form of bribe, which takes place when a person entrusted by an employer has responsibility for the granting of a benefit (e.g., awarding a contract) and does so in a way that secures a personal benefit or anything of value (typically in the form of a return of some amount of the transaction) without the authorization of his or her employer.

The prohibition set forth in this Policy also applies to Omnicell employees use of personal funds.

5. Interactions with Government Officials

The Policy applies to both government officials and private sector individuals or employees. However, Omnicell acknowledges that government officials are often subject to stricter rules and restrictions than employees of the private sector.

“Government officials” means any officer or employee of a government agency, 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.

Officers, directors, employees, and representatives of healthcare organizations owned wholly or in part by a government, including a hospital, clinic, university, research center, institute, or similar facility, may be deemed a government official under potentially applicable anti-corruption laws. This may include doctors, nurses, pharmacists, administrators, professors, researchers, and staff of any such organization.

In some countries, doctors, pharmacists, and nurses are government officials irrespective of whether they are working at a government institution.

If you have any questions regarding whether a person is a government official, please contact the Compliance Department (compliance@omnicell.com).

Business Meals and Entertainment

Companies may pay reasonable and bona fide expenditures (including travel and lodging) incurred by or on behalf of a government 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 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 Department.

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 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 government agency.

- 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 and this Policy.
- Reasonable care should also be taken to ensure that providing such meals and entertainment does not violate any local laws or the recipient's policies and procedures.
- All expense reports and invoices for any meals or entertainment must fairly and accurately describe the expense in reasonable detail, clearly reflecting the identities of the recipients, the amount of the expense, and the purpose of the expenses incurred.

Gifts

Generally, neither Omnicell nor its employees or third parties working with Omnicell 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. Employees should not regularly provide even nominal gifts to the same recipient.

When in doubt about the applicability of this Policy, employees must contact the Compliance Department with any questions as to whether any gifts, meals, entertainment, travel, promotional, or hospitality expenses are consistent with Company policies and procedures.

If you wish to engage with a customer or an expert health-care professional to speak at events or demonstrate our products to customers or prospective customers, specific rules of engagement apply. Please consult with the Compliance Department.

For gifts and entertainment to employees of a private sector organizations, please refer to the Gift and Entertainment Guidelines of the Code.

Facilitation Payment

This Policy prohibits the payment of facilitation payments worldwide.

A facilitation payment is a small payment made to a government official in order to induce the performance or speed of performance of a non-discretionary, routine governmental task, such as processing government paperwork.

Examples of facilitation payments include small fees to receive police protection, mail pick-up, a stamp of an entry visa, or to have a telephone line installed or an application processed. Routine governmental action does not include a decision by a government official to award business to, or to continue business with, a company.

6. Political Contributions

Consistent with the Code, neither the Company nor its employees may authorize, make, or reimburse any political donation on behalf of the Company or in connection with any Company business. Individual political donations, unrelated in any way to Company business, may be made by employees to the extent consistent with applicable laws and Company policies.

7. Charitable Donations

Consistent with the Omnicell Giving and Matching Guidelines and the Code, neither the Company nor its employees may authorize, make, or reimburse any charitable contribution relating to the business of the Company unless it is:

- In compliance with the Omnicell Giving and Matching Guidelines and all applicable policies;
- Reviewed by the Omnicell Cares Program;
- Legal in the country in which it is made;
- Not made at the request or suggestion of a customer or government official (or an immediate family member or representative of a government official);
- Not made for the purpose of obtaining or retaining business or otherwise securing an improper advantage; and
- Properly recorded in the Company's books and records.

The Omnicell Cares Program may require due diligence before any such charitable contributions may be made, e.g., to confirm that the recipient is a bona fide charitable organization.

8. Third Parties

Third Parties are also required to comply with this Policy. Omnicell cannot do anything through a Third Party that Omnicell itself is prohibited from doing. Authorizing any Third Party or intentionally keeping quiet about improper business practices of a Third Party is a violation of the Policy and can violate anti-corruption laws.

Omnicell requires Third Parties to have equivalent anti-corruption policies and programs or expressly agree to comply with Omnicell's Policy and related procedures.

Suppliers are required to abide the Supplier Code of Conduct which includes anti-bribery and anti-corruption policies.

A commercially reasonable anti-corruption compliance due diligence process is required before working with a new distributor or reseller.

Unless otherwise approved in writing by the Compliance Department all contracts with Third Parties, all joint venture, partnership and shareholder contracts and all contracts for the acquisition of entities or business assets shall contain anti-bribery provisions mandating compliance with this Policy, the FCPA and all other applicable anti-bribery laws.

As stated above, we all need to use our best efforts to ensure that Third Parties do not violate anti-corruption regulations. To do this, we expect that:

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

- If any red flags (as noted below) or others are identified, they should be reported to the Compliance Department and further investigated and remediated before conducting further business with such third party or customer.

Red Flags That May Indicate Potential Violations of the Policy Specific to Third Parties

- Payments to persons outside the normal scope of business, such as requests for offshore payments, payments into unknown third party or shell company bank accounts, requests for advance payments, cash payments or advances, unusual bonus payments, deep discounts or discounts, commissions significantly greater than market norms, and sharing commissions with third parties otherwise not involved in a given transaction or located in a country in which the work was not performed;
- Doing business with a Third Party who has a family or business relationship with a government official or a customer;
- Doing business with a Third Party 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 or private customer who insists that the Company use a particular consultant or vendor;
- A Third Party 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 Third Party requests exorbitant travel and entertainment expenses or gifts for government officials or employees of private customers;
- A Third Party's apparent lack of qualifications or resources to perform the services offered;
- A Third Party has a poor reputation for ethics and integrity – e.g., a proposed business partner appears on a corruption or trade watchlist or has been the subject of allegations or investigations of illegal or corrupt conduct;
- A Third Party 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.

9. Books and Records

It is the responsibility of all Omnicell employees to ensure that the Company's books and records accurately and fairly reflect the transactions in which Omnicell participates in reasonable detail. Accordingly, any Omnicell employee or Third Party who participates in any transaction for Omnicell (incl. travel and other expenses) or disposition of assets shall take appropriate measures to ensure that the nature and amount of the transaction/disposition of assets is accurately and fairly reflected in the Company's records.

Additionally, all payments made on behalf of the Company, regardless of value, must be supported by proper written documentation in accordance with generally accepted accounting principles, including:

- A full and complete description of the services performed, products purchased, or liabilities paid;
- Approval from an appropriate level of management consistent with policies and procedures;
- The date of the transaction and the amount of payment;
- The nature of payment required or accepted and identification of the recipient;
- The terms and conditions of any settlements reached with a government official, government agency, commercial enterprise, customer or other instrumentality; and;
- Any other contemporaneous documentation that will more fully support the payment being made.

All expenditures described above must also be in compliance with all other relevant Company policies.

No undisclosed or unrecorded Company accounts shall be established for any purpose.

False, artificial, misleading, or mischaracterized entries shall not be made in the books and records of the Company for any reason.

Failing to record a payment in the Company's records in a way that accurately reflects the nature of the payment is a violation of this Policy and should be reported to the Compliance Department along with other actual or suspected violations of laws, regulations, or Company policies.

10. Who Is Responsible for This Policy?

- **Omnicell's Compliance Officer.** Oversight of this Policy and internal controls designed to detect and prevent violations of the applicable anti-corruption laws are the duty of the Compliance Officer, who shall have an adequate level of autonomy from other management and shall be given sufficient resources and authority to carry out this responsibility, including direct reporting to the Corporate Governance Committee of the Board of Directors.
- **The Compliance Department** is responsible to implement the Policy, monitor its use and effectiveness, deal with any queries and ensure that the Policy is effective in countering bribery and corruption. The compliance department sets up effective training program, performs risk assessment of Omnicell activities globally and oversees due diligence processes.
- **The Corporate Governance Committee of the Board of Directors.**
- **Officers, managers, and other supervisors** are expected to foster a culture of commitment to the spirit, as well as the letter, of the Policy.

Supervisors are also expected to ensure that all Third Parties and contractors conform to Policy standards. The Policy should be read in conjunction with the Code in which it is incorporated by reference.

- It is the responsibility of **all employees** to ensure not just their own, but also the Company's compliance with this Policy.

11. Consequences of Noncompliance

Failure to comply with any aspect of this Policy or anti-corruption 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 Third Parties or employees of Third Parties

violating the FCPA and/or local anti-corruption laws may also be fined and/or imprisoned. The Company may choose or be required to report violations to law enforcement or other regulatory agencies, and employees should be aware that individuals are held personally accountable under the applicable anti-corruption laws. For example, the FCPA includes both civil and criminal monetary penalties and imprisonment for individuals that violate the anti-bribery provisions of the act. The Company cannot reimburse any fine imposed on an individual.

Third Parties who provide services to or on behalf of Omnicell should similarly expect to have their contracts terminated for cause if they violate anti-corruption laws or this Policy. Omnicell will actively seek to recoup any losses it might suffer as a result of a violation of these laws from the individual or entity who carried out the prohibited activity.

12. Questions

You are strongly encouraged to ask any questions that you may have regarding any anti-bribery and anti-corruption laws and the Policy. These questions should be directed to the Compliance Department (compliance@omnicell.com).

It is particularly important that you use your best judgment at all times and ask for advice from the Compliance Department before taking any action that you feel could be a violation of the Policy and anti-corruption laws. We encourage you to always err on the side of caution.

13. Reporting

If a co-worker or a Third Party is taking actions or is considering taking actions that you believe are suspicious and that you think could be in violation of the Policy or of any anti-corruption or anti-bribery laws, or if you have knowledge of a red flag, it is your obligation to report this to the Compliance Officer or the Compliance Department pursuant to the Code. Keep in mind that you may have additional reporting obligations imposed by the Code or other Company policies.

Reporting can happen by any of the means mentioned in the Voicing Concerns section of the Code.

The Compliance Hotline mentioned in the Code is available to any Third Party who wishes to report any suspected violations or violations of this Policy or of the Code.



Any report of suspected violations or violations will be investigated by the Compliance Department.

The Company absolutely prohibits retaliation of any type or kind against any person or companies who raises in good faith or on reasonable grounds any questions or concerns, reports an actual or potential violation, or assists in an investigation under this Policy, as further specified in the Code – Voicing Concerns section.

No employee will suffer demotion, penalty, or other adverse employment action as a result of refusing to pay bribes or kickbacks, even when the Company may lose business opportunities as a result.

No Third Party reporting in good faith or on reasonable grounds suspicions of violations of the Policy or of anti-corruption laws will suffer adverse consequences like termination or non-renewal of their contract with Omnicell.

No officer, director, manager, or supervisor may ask, pressure, require, or encourage any employee to violate this Policy. Obeying a superior's orders will not excuse any such violation.