

# **POLICY CONCERNING FOREIGN CORRUPT PRACTICES ACT**

**(ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 5, 2008)**

## **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 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 or favorable treatment and 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.

## **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 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. This Policy does not prohibit the offering of reasonable and customary payments for routine administrative actions, and business meals or entertainment to governmental officials, although care should be taken to ensure that such payments or expenses are in compliance with applicable laws and government policies.

#### 4. Foreign Official

A “foreign official” means any officer or employee of a foreign government, public organization, public institution, 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. If you have any questions regarding whether or not a person is a foreign official, please contact the Compliance Officer (as defined in the Company’s Code Conduct) who will assist you in that determination.

#### 5. “Reasonable and Customary” Routine Administrative Actions, Payments or Gifts to Maintain Goodwill, and Business Meals and Entertainment

It can often be difficult to determine whether or not payments for routine administrative actions, and expenses for meals and entertainment are “reasonable and customary.” In all cases, you will need to use your good judgment.

##### **Routine Administrative Actions**

In certain countries, it is customary and necessary to make expediting payments to assure routine administrative actions by government employees to which Omnicell is lawfully entitled. Such expediting payments are permitted, provided they fall under the dollar amounts set forth in the Code of Conduct (no single payment to an individual abroad shall exceed \$250 and no individual abroad shall receive payments totaling more than \$1,000 in any twelve-month period), or are approved by both the Chief Executive Officer or Chief Financial Officer and the Compliance Officer.

##### **Business Meals and Entertainment**

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. Meals and entertainment should never be extravagant and should not be offered in circumstances when it could be perceived as a means of inducing any particular action by an official.
- The total amount spent on these meals and entertainment should not be excessive. Keep in mind that regardless of the amount, 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.

## **6. 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, are for the purpose of maintaining goodwill towards Omnicell, and are given in accordance with local laws, so long as they are not given for the purpose of inducing any particular action by the recipient.

## **7. 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. You should feel free to contact the Compliance Officer by telephone, facsimile or by e-mail. 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.

## **8. 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.

## **9. Ensuring That Third-Party Agents Comply With The FCPA**

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 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.