CODE OF CONDUCT

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

Any individual conducting business on behalf of Omnicell (the "Company") will adhere to all laws and regulations applicable to our products and services, and will comply with our policies and procedures, including this Code of Conduct (the "Code"). Failure to comply with this Code will result in disciplinary action that may include reprimand, demotion, or termination. Omnicell and its employees will conduct business in accordance with high standards of integrity and ethical business conduct, including without limitation, each Omnicell employee observing the following practices:

FAIR COMPETITION

- Omnicell believes in fair and open competition. Each employee, officer and director should endeavor to deal fairly with Omnicell's customers, suppliers, competitors and employees.
- Bribery of any kind, including the offering or accepting of bribes, is expressly prohibited.
- Subject to the dollar limitations in this Code, in dealings with a customer, prospective customer, supplier, government or foreign official, or other person or entity, an Omnicell employee will not (directly or indirectly) give or offer to give, or make or promise to make, any payment or other significant thing of value in order to:
    - Obtain government or commercial business or to reward the recipient for business already obtained;
    - Influence the course of labor negotiations;
    - Obtain approval to market Omnicell products or to have Omnicell products made eligible for use or reimbursement;
    - Obtain favorable treatment from government price control or currency control or tax authorities; or
    - Enable Omnicell to violate laws or regulations (including but not limited to the areas of health, safety, zoning, pollution, tax payments, and customs duties) or to affect the Company's treatment with respect to past violations or liabilities.
- Secret commissions, hidden gratuities or other payments to agents or employees of customers, prospective customers or governmental agents are likewise prohibited.
- Likewise, Omnicell employees will not accept gifts or other personal favors that might cause Omnicell to incur an actual or apparent obligation, or might cause a third party to believe they were given for the purpose of influencing business judgment.
- Expensive gifts or unusual favors may raise justifiable suspicions that they are given with the intent to obligate in a manner inconsistent with the employee's responsibility to Omnicell.

PERMITTED PAYMENTS OR GIFTS

- Offering of (and acceptance of) conventional courtesies in the ordinary course of business is permitted, including business luncheons or dinners, office items, etc.
- Items intended for the personal benefit of health care professionals, which do not serve the needs of the hospital or enhance the practice of healthcare, are not encouraged.
- As a general rule, a payment or gift may be given or received if **ALL** of the following conditions are met:
    - The payment or gift is not in violation of any applicable law, or of any regulation or policy applicable to the recipient of the payment or gift;
    - The payment or gift is given or received as a courtesy to build up goodwill, rather than to secure or reward certain customer or governmental action;
    - The payment or gift is correctly entered on the Company's books and records (if required by generally accepted accounting principles);
    - No single payment or gift to an individual exceeds **$100** (or **$250** for gifts given abroad)*****;
    - No individual receives payments or gifts totaling more than **$500** (or **$1000** for gifts given abroad)***** in any twelve-month period; **AND**

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- Public disclosure of the facts surrounding the payments or gifts would not embarrass Omnicell in any way.

** Dollar limitations are subject to revision, by notice distributed to all employees and posted on our internal website, provided however, any waivers for directors and executive officers must be granted by the Board of Directors or a committee of the Board of Directors comprised of independent directors. Such waivers will be disclosed publicly, to the extent required by any applicable law, SEC regulation or Nasdaq rule.*

- Payments or gifts outside the ordinary course of business or in excess of an individual's permitted dollar thresholds are subject to additional scrutiny as follows:
  - Employees should seek approval from the Manager and Vice President to whom they report;
  - Managers should seek approval from the Vice President to whom they report;
  - Vice Presidents and other members of the Executive Staff should seek approval from the Executive Staff; and
  - The Executive Staff may choose to consult with the Audit Committee of the Board of Directors in certain circumstances.

DEALINGS WITH PUBLIC OFFICIALS

- Acts of hospitality towards public officials should conform to any applicable laws and regulations.
  - They should be of such scale and nature as to avoid compromising the integrity of the public official or of the Company.
  - Such acts should be performed with the expectation that they will become a matter of public knowledge.

CONDUCT ABROAD *(refer to the full "**Policy Concerning Foreign Corrupt Practices Act**" for more information)*

- 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.
- 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.
- 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.
- 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.
- Omnicell must also use its best efforts to ensure that third parties comply with these laws when doing business with the Company.
- 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.

COMPLIANCE WITH LAWS AND TRUTHFULNESS IN REPORTING

Compliance with Laws

- Omnicell is committed to comply with the laws and regulations that govern our operations as a provider of goods and services in the healthcare industry, as well as an employer and a business.
- Under no circumstances will an employee enter into any arrangement with a competitor affecting pricing or marketing policies. Please see our more detailed "**Policies and Procedures Regarding Treatment of Confidential Information**" for guidance on receipt of competitive pricing information provided to Omnicell by third parties.
- Omnicell will not engage in payroll and payment practices with respect to Omnicell employees and consultants that are designed to assist the recipient in evading or unlawfully avoiding his or her taxes.

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- Omnicell will not contribute to political parties or candidates for office nor will Omnicell solicit political contributions from its employees.
  - No unlawful political contribution may be made directly or indirectly by or on behalf of the Company.
  - Political contributions, whether of money, services, facilities, or anything else of value, include, but are not limited to, contributions to any political party, political committee, or candidate for public office.
  - In jurisdictions where political contributions by or on behalf of a corporation are lawful, they may be made only after such political contributions have been determined by General Counsel to be lawful.

Truthfulness in Reporting

- Omnicell employees will not conceal information from internal or independent auditors.
- Upon request from the Finance Department or the Company's independent auditors, Omnicell employees will provide true, accurate and complete information.
- Compliance with accepted accounting practices and controls is expected at all times.
- The accounting records will accurately reflect the transactions they are intended to record.
- All assets of the Company, including bank accounts in which Company cash is deposited, will be recorded in the Company books.
- The Executive Staff and Regional Vice Presidents, as well as named managers and employees holding positions allowing them to incur obligations to third parties on behalf of the Company, will make the following representations in writing on a semi-annual basis, in the form attached to this Code as Exhibit A:
  - Compliance with this Code, and specifically the Truthfulness in Reporting responsibilities, within their unit to the best of their knowledge.
  - Disclosure of the outside ownerships, interests or associations, whether formally approved or not, required to be disclosed under this Code.
- Appropriate audits shall be performed annually throughout the Company by the Finance Department and outside auditors to test for compliance with this Code of Conduct. The results of the audits will be reported promptly to the Audit Committee of the Board of Directors.
- Disciplinary measures will apply to executives who condone unlawful or unethical conduct by those reporting to them and do not take prompt corrective measures.
- The following practices are prohibited under this policy:
  - Intentional overbilling by or of the Company and subsequent rebates other than those occasioned by bona fide pricing adjustments paid in a lawful manner.
  - Deliberately incorrect or misleading accounting entries or transaction documents.
  - Establishment of or maintenance for any purpose of any fund or asset of the Company not properly recorded on the Company's books.

CONFLICT OF INTEREST

- Omnicell expects the undivided loyalty of its employees and that they be free from any interest, influence or relationship which might conflict with the best interests of the Company.
- A "conflict of interest" occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of Omnicell as a whole. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work on behalf of Omnicell objectively and effectively.
- Employees must avoid any investment or association that interferes, or appears to interfere, with the independent exercise of their judgment in the best interests of the Company. That being said, ownership of less than 5% of the outstanding securities of a company that is publicly traded is permitted and need not be disclosed.
- Employees should avoid conflicts of interest, including but not limited to the following:
  - Employees should not directly, or indirectly, through members of their families or otherwise, own stock or have any other interest in any of the Company's competitors, customers, suppliers, licensees, licensors, distributors or to others

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with whom the Company has business relationships; provided that ownership of less than 5% of the outstanding securities of a company that are publicly traded is permitted and need not be disclosed.

- Employees should not accept directly, or through members of their families 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.
- Employees may not use or disclose to others for their personal benefit, or for the benefit of others, any confidential information to which they have access by reason of their employment by the Company. Please see our more detailed "**Omnicell's Policy Against Trading on the Basis of Inside Information.**"
- ***Any exceptions to the above potential conflicts of interest are subject to prior approval by the Chairman of the Board of Directors or the President of Omnicell.***

- A Manager 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 notice to the Chairman of the Board of Directors or the President of Omnicell.
- Members of the Board of Directors, Executive Staff, certain Managers, and others holding a sensitive position, must disclose on a semi-annual basis, investments or associations of the types described above, and any other investments or associations which might appear to interfere with the independent exercise of their judgment in the best interest of the Company. The disclosure will be made in the form attached as Exhibit A. ***Any waivers of conflicts of interest for directors and executive officers must be granted by the Board of Directors or a committee of the Board of Directors comprised of independent directors. Such waivers will be disclosed publicly, to the extent required by any applicable law, SEC regulation or Nasdaq rule.***
- Each employee will safeguard and properly use Omnicell's assets and the assets of others (in each case, including proprietary information) that are in the Company's possession. Please see our more detailed "**Policies and Procedures Regarding Treatment of Confidential Information**".
- All company assets should be used for legitimate business purposes. No employee may use Omnicell's corporate assets for individual benefit.
- All employees, officers and directors should protect the company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Omnicell's profitability.
- Employees, officers and directors are prohibited from competing with the Company, or taking for personal gain those opportunities that are discovered through the use of Omnicell property, information or position. Employees, officers and directors owe a duty to Omnicell to advance its legitimate interests when the opportunity to do so arises.
- No employee may use for individual benefit or make unauthorized disclosures to others of any information with respect to Omnicell's business activities that have not otherwise been publicly disclosed. This includes using such information, or permitting it to be used by others to profit from or reduce losses on the purchase or sale of Omnicell stock. Please see our more detailed "**Policy Against Trading on the Basis of Inside Information,**" "**Trading in Securities by Covered Persons,**" and "**Corporate Disclosure/Regulation FD Policy**."

RELATED-PERSON TRANSACTIONS

- The Company expects its directors, officers and other employees to avoid conflicts of interests that interfere with the performance of their duties to the Company that might deprive the Company of that person's undivided loyalty in business dealings or deprive the Company of a business opportunity. It is critical that Company decisions be made in the best interests of the Company and its stockholders. Transactions, involving an insider, in which the Company is also a participant, may present actual or potential conflicts of interests or even create the appearance of a conflict.
- Whether or not a conflict exists is often unclear and, in many circumstances, transactions with related persons may, on the balance, be beneficial to the Company and its stockholders.
- Please refer to the full **"Related-Person Transactions Policy"** which sets forth the procedures for the identification, review, consideration and approval or ratification of transactions involving the Company and its "Related Persons" (as defined in the policy) by the Governance Committee of the Board of Directors or by such other committee of the Board as shall be appropriate.

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DISCLOSURE OF MATERIAL, NON-PUBLIC INFORMATION *(refer to the full* ***"Corporate Disclosure/Regulation FD Policy"*** *for more information)*

- As a publicly held company, Omnicell is subject to certain obligations imposed by the federal securities laws regarding the disclosure of information to the public. Premature, selective or otherwise unauthorized disclosure of internal or nonpublic information relating to the Company could adversely affect the Company's ability to meet its disclosure obligations under the federal securities laws. In addition, premature, selective or unauthorized disclosure could cause competitive harm to the Company and in some cases result in liability for the Company.
- All information, whether material or immaterial, provided to outsiders by management must be accurate and consistent with these responsibilities.
- Regulation FD promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, applies to disclosures of material nonpublic information to the following categories of persons:
  - Broker-dealers and their associated persons, such as analysts;
  - Investment advisers, institutional investment managers and their associated persons;
  - Investment companies, hedge funds, and affiliated persons; and
  - Any holder of the Company's securities if it is reasonably foreseeable that the holder will purchase or sell the Company's securities on the basis of the information.
- The following types of communications are specifically exempted from the disclosure requirements of Regulation FD:
  - Communications made to a person who owes the Company a duty of trust or confidence, such as an attorney or accountant;
  - Communications made to any person who expressly agrees to maintain the information in confidence (such express agreement may be given after the disclosure of material nonpublic information, but must be before the recipient discloses or trades on the basis of it);
  - Disclosures to a credit rating entity, provided that the disclosure is made solely for the purpose of developing a credit rating and the ratings are publicly available; and
  - Communications made in connection with most registered securities offerings.

ACCOUNTABILITY

- As an individual or entity providing services on behalf of Omnicell, you are responsible for ensuring that the standards contained in the Company's Code of Conduct are met. This includes the responsibility to report violations or suspected violations of laws, regulations, or the Code.
- Compliance issues should be raised first with your manager.
- Alternatively, you may report suspected violations of the Code of Conduct to Omnicell's General Counsel or the Vice President of the Human Resources (HR) Department. You may contact the General Counsel or HR's Vice President anonymously, or ask that your identity be kept confidential.
- Finally, you may also anonymously report suspected violations of laws, regulations or the Code to our independent third party Compliance Hotline contractor, Fulcrum Financial Inquiry, LLP, 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),
  - the Compliance Email Box at whistle@fulcruminquiry.com (referencing Omnicell, Inc. in the subject line),
  - a web-based form located at http://www.fulcrumfinancial.com/omnicell,
  - the Compliance Fax at (213) 787-4141 (referencing Omnicell, Inc. in the subject line), or
  - regular U.S. mail to Fulcrum Financial Inquiry, LLP, Whistleblower Department, 1000 Wilshire Boulevard, Suite 1650, Los Angeles, CA 90017 (referencing Omnicell, Inc. in the subject line).
- Upon receipt of a report of an alleged violation of the Omnicell Code of Conduct, Omnicell's General Counsel and HR's Vice President will conduct a prompt and thorough investigation.
- The Company's General Counsel or the Vice President of HR will report its findings to the employee alleging wrongdoing and to Omnicell management, if appropriate. (Privacy concerns may preclude dissemination of the report.)

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- ***If you report potential compliance violations in good faith, you will not be subjected to retaliation or retribution of any kind.***
- Any Omnicell supervisor, manager or employee who conducts or condones retaliation or retribution will be subject to discipline, up to and including discharge.
- An employee who is uncertain as to the interpretation or application of this Code to a specific situation should seek guidance from the HR Department or the General Counsel.
- In addition, employees should feel free to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation.

MARKETING OF PRODUCTS FOR INTENDED USES ONLY

- Omnicell does not promote uses of its products that are not included in the marketing literature for that product.
- Omnicell promotes only those uses of its products for which we have data to support safety and efficacy.
- Each employee agrees not to market non-approved uses or to instruct customers on methods of using Omnicell products for non-approved uses or in a manner that would violate applicable law.

Please contact the General Counsel or HR if you need additional information to ensure that the services you provide on behalf of Omnicell are provided in an ethical and legal manner. Omnicell's management staff and HR Department are available to answer any questions about the Code or about specific Omnicell policies and procedures. For a more detailed explanation, you may obtain a copy of all Omnicell, Inc. policies and procedures on DocuShare under the heading "HR Forms".

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