

CHARTER OF THE COMPENSATION COMMITTEE

The Charter of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Omnicell, Inc. (the “*Company*”) shall be as follows:

PURPOSE

The purpose of the Committee is to assist and support the Board in determining and reviewing the implementation of the Company’s compensation philosophy, strategies and policies for executive officers and directors. The Committee shall have the primary responsibility for producing the report and disclosures required by the applicable rules and regulation of the Securities and Exchange Commission and other applicable regulatory bodies for inclusion in the Company’s annual proxy statement.

The Committee may take any and all actions which may be taken by the Board with respect to fixing the compensation level of officers and employees of the Company, including but not limited to the development of compensation policies that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company’s performance. In discharging its responsibilities the Committee is empowered to retain and consult outside advisors and will receive adequate funding from the Company to engage such advisors. Such advisor(s) will report directly to the Committee. The Committee shall also have the authority to consult with the Company’s outside counsel.

MEMBERSHIP

The membership of the Committee shall consist of at least three members of the Board, each of whom is determined by the Board to be “independent” in accordance with Rule 4200(a)(15) of The Nasdaq Stock Market, Inc., Marketplace Rules. In addition, a director may serve on the Committee only if he or she is (i) a “Non-employee director” for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Each Committee member shall be appointed by the Board and continue to be a member until his/her successor is elected and qualified or until his/her earlier resignation or removal by the Board. All Committee members shall be subject to removal at any time by a majority vote of the Board. The Board shall appoint one member to serve as Chair of the Committee on an annual basis. If the Board fails to appoint a Chair, the members of the Committee shall annually elect a Chair by majority vote.

DUTIES & RESPONSIBILITIES

In fulfilling its duties, the Committee shall have direct responsibility for the following functions:

- 1.** To review and approve the overall compensation philosophy for the Company's executive officers and directors.
- 2.** To review and recommend to the Board the adoption, amendment, and termination of stock option plans, stock appreciation rights plans, pension and profit sharing plans, restricted stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans, and other similar programs ("Compensation Plans").
- 3.** To the extent the Company's employee benefit programs, or changes thereto, require Board approval, to review and approve such actions.
- 4.** To oversee the Company's compensation policies with respect to the recruitment of potential executive candidates and the contractual arrangements with new Company executives.
- 5.** To make decisions for the Board with respect to the compensation of officers of the Company who are designated by the Board as Section 16 Officers under the Securities and Exchange Act of 1934.
- 6.** To establish guidelines pursuant to which the Company shall administer the Compensation Plans with respect to stock options, restricted stock, restricted stock units or other equity awards granted thereunder.
- 7.** To approve the grant of stock options, restricted stock, restricted stock units or other equity awards to eligible participants pursuant to the Company's equity based Compensation Plans.
- 8.** To prepare the Compensation Disclosure and Analysis section of the Company's annual proxy or information statement, including the tabular presentations summarizing compensation and the related narrative discussions.
- 9.** To prepare and sign the Committee report to be filed with the Company's annual proxy or information statement which shall describe and explain the compensation policies applicable to the Company's executive officers and directors.
- 10.** To maintain a record of minutes from the Committee meetings and activities to be distributed to the Board and appropriate Company officers.
- 11.** To regularly report to the Board on Committee recommendations and activities at such time as the Board requests.

12. To conduct an annual self-evaluation of the performance of the Committee and its members including their effectiveness and compliance with this Charter.

13. To review such other compensation matters as the Board may direct.

MEETINGS

The Committee shall hold regular meetings on at least a quarterly basis and additional meetings as the Committee deems appropriate. The Committee may hold meetings telephonically and take action by unanimous written consent. A majority of the members of the Committee shall constitute a quorum for a meeting of the Committee. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company.

At the discretion of the Committee the executive officers of the Company may attend all or any portion of its meetings; *provided, however* that the officers of the company, including the chief executive officer, shall not be present at such portion of the meeting during which matters relating to their own compensation is discussed.