VOCERA COMMUNICATIONS, INC.

CORPORATE GOVERNANCE GUIDELINES

As Adopted October 26, 2011
and Amended through October 26, 2016

Vocera Communications, Inc. (with its subsidiaries, "**Vocera**") is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. Vocera was founded in 2000 by three entrepreneurs who wanted to facilitate teamwork and communication. That initial concept includes building a company that treats others as we want to be treated—with integrity and respect—and continues to be a driving force in all we do. With this goal in mind, Vocera has adopted these Corporate Governance Guidelines pursuant to the recommendation of the Governance and Nominating Committee (the "***Committee***") of Vocera's Board of Directors (the "***Board***"), which in conjunction with the Certificate of Incorporation, Bylaws and the charters of the Board's committees, form the framework for Vocera's corporate governance. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, and not as a set of binding legal obligations.

1. Role of Directors

The business and affairs of Vocera are managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Corporate Secretary of Vocera, who then notifies the Chairperson of the Board or the chairperson of the appropriate committee in advance of such meeting.

The Board is expected to monitor the performance of Vocera (in relation to its business objectives, strategies, financial targets and competitors). The Board also appoints Vocera's executive officers, acts as the management team's advisor and monitors its performance. The Board regularly reviews Vocera's long-term strategic business plans with the management of Vocera and other pertinent issues affecting the business of Vocera. The Board assesses risks facing Vocera and management's approach to addressing such risks. The Board is also responsible for oversight of Vocera's program to prevent and detect violations of law, and Vocera policies and procedures. The Board reviews and, if appropriate, approves significant transactions. The Board also develops standards to be utilized by management in determining the types of transactions that should be submitted to the Board for review and approval or notification.

2. Board Independence

The Board is comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors (the "***Independent Directors***") under applicable laws, rules and regulations, and listing standards of the New York Stock Exchange (the "***NYSE***"), as such laws, rules, regulations and listing standards may be amended from time to time, and these Corporate Governance Guidelines. No director shall qualify as independent unless the Board affirmatively determines that the director qualifies as an Independent Director under applicable laws, rules and regulations, and NYSE listing standards. The Board may adopt and disclose categorical standards to assist in determining director independence. Although the majority of directors must be independent, directors who do not meet the independence standards also make valuable contributions to the Board and to Vocera by reason of their experience, knowledge and familiarity with Vocera.

3. Board Size and Classification

Vocera's Bylaws provide that the Board shall have such number of directors as are set by resolution of the Board. The Board presently has eight members. The Board periodically reviews the size of the Board, which may be increased or decreased as determined to be appropriate by the Board.

The directors are divided, with respect to the time for which they severally hold office, into three classes designated as Class I, Class II and Class III, respectively. No one class shall have more than one director more than any other class. Each director of each Class currently serves a three year term. The Board believes as a matter of policy that the classified board structure provides continuity of Board composition and direction and preservation of skills that enhances stockholder value.

4. Meetings

There are at least four regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly, plus special meetings as required by the needs of Vocera. Directors are expected to attend Board and applicable committee meetings.

Meetings of the Board are presided over by the Chairperson of the Board, or in such person's absence, the Lead Independent Director (as defined below), or in such person's absence, by a chairperson chosen at the meeting. The conduct of meetings of the Board is governed as follows:

a. **Agenda Items**. The Chairperson of the Board, in consultation with the Chief Executive Officer, establishes the agenda for each Board meeting and distributes it in advance to the Board. Each Board member is free to suggest the inclusion of items on the agenda, request the presence of or a report by any member of Vocera's management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

b. **Board Materials**. Advance distribution of materials conserves Board meeting time and allows discussion time to be focused on questions that members of the Board have about the material. Accordingly, there will be distributed or otherwise made available in advance of each meeting of the Board appropriate written material relating to substantive agenda items. Each director is expected to review the materials prior to the Board meeting. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance of the meeting.

5. Selection of the Chairperson of the Board

The Board does not require the separation of the offices of the Chairperson of the Board and the Chief Executive Officer. The Board is free to choose its Chairperson in any way that it considers in the best interests of Vocera. The Committee periodically considers the Board's leadership structure and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

The Independent Directors have designated a lead independent director (the "***Lead Independent Director***"). The Lead Independent Director presides over executive sessions of the Independent Directors, serves as a liaison between the Board Chairperson and the Independent Directors, is available, under appropriate circumstances, for consultation and direct communication with stockholders pursuant to Vocera's prescribed method for communicating with the Lead Independent Director, and performs such other functions and responsibilities as requested by the Board from time to time. The Lead Independent Director encourages direct dialogue between all directors (particularly those with dissenting views) and Vocera's management.

6. Selection of Directors

The Board is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. Stockholders may recommend director nominees for consideration by the Nominating and Governance Committee by writing to the Corporate Secretary specifying the nominee's name and the qualifications for Board membership. The Committee is responsible for identifying, evaluating and recommending candidates to the Board for Board membership. The Committee may use outside consultants to assist in identifying candidates. When formulating its Board membership recommendations, the Committee also considers advice and recommendations from stockholders, management and others as it deems appropriate. In addition, stockholders may nominate directors for election at Vocera's annual meeting of stockholders by following the provisions set forth in Vocera's Bylaws. The invitation to join the Board shall be extended by the Board via the Board Chairperson or the chairperson of the Committee.

7. Board Membership Criteria

The Committee reviews with the Board at least annually the appropriateness of the current make-up of the Board and the appropriate skills and characteristics required of Board members. Factors considered by the Board in its review include independence, integrity, skills, financial and other expertise, breadth of experience, soundness of judgment, diversity of viewpoints and experience, knowledge about Vocera's business or industry and willingness and ability to devote adequate time and effort to Board responsibilities, in the context of the existing composition, other areas that are expected to contribute to the Board's overall effectiveness and needs of the Board and its committees.

The Committee is responsible for determining periodically, and recommending to the Board, desired qualifications, expertise and characteristics of individuals for membership on the Board and its committees. The Committee is also responsible for identifying, considering and recommending qualified candidates to fill new positions or vacancies on the Board, including candidates properly submitted by stockholders, consistent with criteria approved by the Board, with the goal of developing an experienced and highly qualified Board.

8. Voting for Directors

In accordance with the Corporation's Bylaws, if none of our stockholders provides the Corporation notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if our stockholders have withdrawn all such nominations 10 days before the Corporation mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board practice. The Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Committee's recommendation within 30 days following certification of the stockholder vote.

9. Other Public Company Directorships

The Committee, in making its recommendations for Board membership, considers the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. No director should serve on more than four public company boards, including the Board. Directors are also expected to limit the number of other boards, including non-profits, on which they serve in order to devote adequate time and effort to their Board responsibilities. Additionally, the Committee advises the Board as to whether any member of the Audit Committee shall be permitted to sit upon the audit committees of more than three other public companies, taking into account Vocera's needs at such time and the qualifications and demands upon the time of such person. The Board shall thereupon determine whether such service impairs such member's ability to effectively serve on the Audit Committee. Any Director who proposes to join the board of another company, public or private, should give notice of this intention to the Committee.

10. Directors Who Change Their Present Job Responsibility

Each director will inform the Chairperson of the Board and the chairperson of the Committee upon a change in position or responsibility in his or her principal occupation. The Committee will review the circumstances to determine whether continued Board membership for the individual is appropriate, including the extent to which the circumstances may affect the individual's effectiveness as a director. Following such review, the Committee will recommend to the Board whether to continue the director's Board membership, or request the director's resignation.

When the Chief Executive Officer or any other employee director resigns from such position, he or she will offer to resign from the Board at the same time. Whether or not the individual continues to serve on the Board is a matter for Board discussion.

11. Retirement Age

The Board does not have a mandatory retirement age for directors.

12. Director Tenure

There is currently no limitation on the number of terms a director may serve. While term limits could promote a diversity of viewpoints available to the Board, they have the disadvantage of causing the loss of the contribution of directors who have developed, over a period of time, deep insight into Vocera and its business and operations. However, in connection with evaluating recommendations for nomination for re-election, the Committee considers director tenure.

13. Number and Composition of Board Committees

The Board currently has the following standing committees: Audit Committee, Compensation Committee, and Governance and Nominating Committee. The purpose and responsibilities of each of these committees, including the frequency of committee meetings, are outlined in the committee's charter as adopted by the Board and such committee, which charter is subject to periodic review by the Board and such committee. Each committee is chaired by an Independent Director who determines the agenda, frequency and length of committee meetings and who has unlimited access to management, Vocera information and independent advisors. Each of the committees is composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

After consultation with the Committee, the Board may, from time to time, form a new committee, re-allocate responsibilities of one committee to another committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

14. Executive Sessions of Independent Directors

The Independent Directors meet in executive session without Vocera's management on a regularly scheduled basis, but no less than three times a year. The Lead Independent Director presides at such executive sessions. Any Independent Director can request that an additional executive session be scheduled.

15. Director Compensation

Non-employee directors are eligible to receive compensation consisting of a combination of cash and/or equity for services on the Board or its committees. Employee directors are not paid additional compensation for their services as directors. The Compensation Committee reviews the form and amount of cash-based and equity-based compensation to be paid or awarded to non-employee directors for service on the Board or its committees and provides a recommendation to the Board, for determination by the Board, as to such compensation based upon, among other things, the Compensation Committee's consideration of the responsibilities and time commitment of Vocera's directors, as well as competitive information. The Compensation Committee periodically reviews the level and form of, and, if it deems appropriate, recommend to the Board changes in, director compensation. Such review also includes a review of both direct and indirect forms of compensation to Vocera's directors, including any charitable contributions by Vocera to organizations affiliated with a director.

16. Director and Executive Officer Stock Ownership

In order to further align the interests of Vocera's Chief Executive Officer and non-employee directors of the Board with Vocera's stockholders, the Board believes that such individuals should have a significant ownership stake in Vocera's securities. Accordingly, with respect to non-executive directors, not later than five years from the later of (i) July 30, 2012 or (ii) the date that an individual is initially elected as a non-employee director, such individual should beneficially own a number of shares of Vocera's common stock and vested equity awards with a value at the measurement date of not less than five times the then annual cash retainer for general board service paid by Vocera to such non-employee director, and thereafter, such individual should continue to beneficially own a number of shares and vested equity awards with such value until he or she is no longer a non- employee director. With respect to the Chief Executive Officer, not later than five years from the later of (i) July 30, 2012 or (ii) the date that the individual is hired or promoted to serve as Vocera's Chief Executive Officer, such individual should beneficially own a number of shares of Vocera's common stock and vested equity awards with a value at the measurement date of not less than six times the then annual base salary paid to such individual, and thereafter, such individual should continue to beneficially own a number of shares and vested equity awards with such value until he or she is no longer the Chief Executive Officer.

At its discretion, the Board or an authorized committee may evaluate whether these guidelines should be waived in the case of any individual, who, because of his or her personal circumstances, would incur a hardship by complying with these stock ownership guidelines. The Board or an authorized committee also reserves the right, at its discretion, to apply these stock ownership guidelines to other officers of Vocera.

Vocera will measure compliance with these stock ownership guidelines at the end of each fiscal year, which is the measurement date. Vocera will notify each participant on an annual basis of their ownership requirement, their current ownership and their status toward meeting these guidelines. For purposes of determining compliance with these guidelines, the "value" of one share of common stock owned by an individual shall be determined using an assumed per-share value based on the average of the closing price of Vocera's common stock on the last trading day of each of the previous four fiscal quarters, and the method for calculating stock ownership through vested equity awards shall be the intrinsic value approach. For purposes of determining such minimum beneficial ownership levels, the Committee will take into account beneficial ownership of Vocera's securities from all sources, including personal and trust holdings, shares owned jointly with or separately by spouse and/or children sharing the same household, and vested restricted stock, restricted stock units, stock options and stock appreciation rights.

The Board or an authorized committee will continue to periodically evaluate the stock ownership guidelines then in effect.

17. Prohibition on Hedging Transactions

Vocera's Board members and executive officers shall comply with the prohibition on hedging transactions in Vocera's Policy Prohibiting Insider Trading, which include prohibitions on trading in interests relating to the future price of Vocera securities or that are designed to hedge or offset any decrease in value of Vocera securities.

18. Board Access to Officers and Employees

The Board has complete access to contact and meet with any Vocera employee. Notwithstanding this, Board members use their judgment to be sure that contact with management is not distracting to the operation of Vocera and coordinate such contact, to the extent reasonably practicable, with the Chief Executive Officer or the Corporate Secretary.

19. Attendance at Annual Meeting of Stockholders

Directors are invited and encouraged to attend Vocera's annual stockholder meeting.

20. Director Orientation and Continuing Education

Vocera provides an orientation program for new directors that includes background material, meetings with senior management and visits to Vocera's facilities. The program, which is updated and revised as appropriate, is designed to familiarize new directors with Vocera's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. Directors are also encouraged to participate in continuing educational programs in order to maintain the necessary level of expertise to perform their responsibilities.

21. Evaluation of Board Performance

The Board and each of its committees conduct a self-evaluation annually. The committees assess their performance relative to their charter and best practices. The Committee oversees an annual self-assessment of the Board's performance, and the composition and performance of each committee of the Board. The Committee may from time to time conduct and oversee an assessment of each individual director's performance.

The Committee utilizes the results of this self-evaluation process to determine if the Board and its committees are functioning effectively, to assess and determine the characteristics, expertise, qualifications and skills required of prospective candidates for election to the Board, and to make recommendations to the Board regarding assignments of Board members to various committees. The full Board then discusses the evaluation results to determine what action, if any, would improve Board and committee performance and whether any changes to these Corporate Governance Guidelines would be appropriate.

22. Executive Officer Performance Review

The Compensation Committee conducts an evaluation of all executive officers, including the Chief Executive Officer, which shall include the review and approval of corporate goals and objectives, annually in connection with the determination of the base salary, incentive compensation and equity-based grants of these officers. As part of this evaluation, the Compensation Committee obtains feedback from all directors and for the Chief Executive Officer's direct reports, from the Chief Executive Officer. The Compensation Committee then presents the results of its review to the Board.

23. Succession Planning

The Committee periodically reviews with the Board Chairperson and the Lead Independent Director the succession plan for each of Vocera's executive officers, including the Chief Executive Officer. As part of this process, the Committee, in consultation with the Chief Executive Officer, assesses the requirements of Vocera and management, and the abilities of potential successors. The Committee periodically reports its findings and recommendations to the Board.

The Board is responsible for identifying potential candidates for, and selecting, Vocera's Chief Executive Officer. In identifying potential candidates for, and selecting, Vocera's Chief Executive Officer, the Board considers, among other things, a candidate's experience, understanding of Vocera's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community.

24. Authority to Retain Advisors

The Board and each of its committees have the authority, at Vocera's expense, to retain and terminate independent advisors as the Board and any such committee deems appropriate.

25. Communications with Stakeholders

The Chief Executive Officer is responsible for establishing effective communications with Vocera's stakeholder groups (*i.e.*, stockholders, customers, employees, suppliers, media, government and corporate partners). All communications with stakeholder groups are authorized by the Chief Executive Officer or its delegates.

26. Amendments

The Board periodically reviews these Corporate Governance Guidelines and reserves the right to amend, modify or waive them from time to time as the Board deems appropriate, or pursuant to the recommendations of the Committee, provided that any such amendment, modification or waiver may not be a violation of any applicable law, rule or regulation and provided further, that any such amendment, modification or waiver is appropriately disclosed.