



Whistleblower Policy

Updated March 2018

1. WHISTLEBLOWER POLICY

Vocera Communications, Inc. (collectively with its subsidiaries) is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, Vocera has adopted this Whistleblower and Complaint Policy.

The Policy sets forth the procedures for all of Vocera's policies, as they may be amended from time to time, including the Code of Business Conduct and Ethics for Employees, the Code of Business Conduct for Directors, Related Person Transactions Policy, Policy Prohibiting Insider Trading and other policies that Vocera may adopt from time to time, unless a given policy sets forth other procedures. Employees are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide employees with a confidential or anonymous avenue of communication for reporting any improper activities. Vocera will post a current copy of this Policy on Vocera's internal website.

Reporting Violations: Employees should report to their supervisors and managers known and suspected violations of:

- laws, governmental rules and regulations; accounting, internal accounting controls and auditing matters; or
- any Vocera policies. This includes complaints or reports received from persons outside Vocera. Supervisors and managers shall promptly consider the information submitted to them and take appropriate action in accordance with the law, governmental rules and regulations and otherwise consistent with good business practice.

If an employee is not comfortable discussing the suspected violation with any of their direct supervisors or managers, the employee may report the suspected violation confidentially and anonymously by any or all of the following means (as appropriate taking into account the nature of the suspected violation. You may report confidentially and anonymously if you wish.

- By email to LawDepartment@Vocera.com or ComplianceOfficer@Vocera.com;
- By letter to the Compliance Officer, as defined and discussed elsewhere in the policy, addressed to Vocera's corporate headquarters marked: Attention: Law Department – Compliance Officer; or
- By letter to the Audit Committee of the Board of Directors, addressed to Vocera's corporate headquarters marked **Attention: Audit Committee**.
- By submitting a report using the EthicsPoint Helpline website at <https://secure.ethicspoint.com/domain/media/en/gui/34335/index.html>
- By calling the toll-free Whistleblower Helpline number **1-855-835-8272** and filing a report with an EthicsPoint intake specialist available 24 x 7. This line is serviced by EthicsPoint, an independent third-party company contracted by Vocera to document concerns about violations of law, policy, or other workplace misconduct. This service is available 24 hours a day. To report a concern, you will speak with an intake specialist who will ask for several items of information, document your feedback, and ask follow up questions to clarify the information. The intake specialist will prepare a written report of your concern and send this to Vocera. Although the intake specialist cannot answer questions about ethics or policy, and cannot advise on any course of action, he or she can document your request for information or advice in the report sent to Vocera. Ethics Point does not capture the telephone number of incoming calls. If your report is filed anonymously, EthicsPoint will not ask for your name, or refer to your gender in your report. At the end of the call, you will be given a unique report number and you will be asked to provide a Personal Identification Number, which you can use in the future to check for any response posted by your

organization. You can also use this line to provide additional information pertaining to your report. All information you provide will be kept confidential. If you choose to make a complaint using the EthicsPoint Helpline, you will hear the following message:

“You have called EthicsPoint, a company hired by your organization to gather information related to potential issues. We will take 10 to 15 minutes to ask you a series of questions, then submit the information you provide to your organization so they can begin an investigation process as warranted. All information you provide will be kept confidential.”

Any employee reporting a suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern, since the ability to investigate will be largely dependent on the quality and specificity of the information. The Compliance Officer (or his or her designees) will be responsible for reviewing, or overseeing the review of, any report of a suspected violation from any source. The Compliance Officer will promptly notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously.

If you wish to report directly to the Audit Committee, the Audit Committee will take whatever steps it deems necessary to respond to a report that it receives, including whether to refer the matter to the Compliance Officer for investigation.

Statement of Non-Retaliation: It is against Vocera policy and, in many jurisdictions, a crime, for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement official concerning such person’s reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Moreover, Vocera will not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of Vocera against any employee because of any lawful act done by the employee to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations or any Vocera policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

The prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee’s terms or conditions of employment based on lawful actions of such employee with respect to a good faith report or cooperation or assistance with an investigation conducted by Vocera.

Statement of Confidentiality: In cases in which an employee reports a suspected violation in good faith and is not engaged in the questionable conduct, Vocera will attempt to keep its discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing employee privacy. All reports and records associated with complaints or reports made under this Policy are considered Vocera confidential information and access will be restricted to those with a need to know only, which may include, without limitation, members of the Board of Directors, Vocera’s internal and external legal counsel, and others involved in investigating a complaint or report under this Policy. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer.