

VOCERA COMMUNICATIONS, INC.

DIRECTOR CODE OF BUSINESS CONDUCT AND ETHICS

As Adopted: October 26, 2011

Effective: **March 27, 2012**

Vocera Communications, Inc. (collectively with its subsidiaries, “**Vocera**”) is committed to promoting high standards of honest and 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. As a director, you are a member of our team and share with all of us the responsibility for abiding by the ethical and legal requirements described below. Your cooperation is a necessity for our continued growth and prosperity and we expect our directors to adhere to this policy.

As part of this commitment, Vocera has adopted this Director Code of Business Conduct and Ethics (this “**Code**”) and is intended to apply the same high standards of honest and ethical business conduct to directors as are applied to officers and employees. Vocera has adopted this Code to set expectations and provide guidance applicable to every member of Vocera’s Board of Directors (“**director**” or “**directors**”). It is your responsibility to read and understand this Code, and to use it as a guide to the performance of your responsibilities as a director. This Code cannot address every ethical issue or circumstance that may arise, so, in complying with the letter and spirit of this Code, it is your responsibility to apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions where this Code has no specific guideline. You should consider not only your own conduct, but also that of your family members.³

In addition, Vocera expects you to comply with all other Vocera policies and procedures that may apply to you, many of which supplement this Code by providing more detailed guidance. Vocera may modify or update these more specific policies and procedures from time to time, and adopt new Vocera policies and procedures in the future.

Nothing in this Code is intended to alter existing legal rights and obligations of Vocera or any of its

³ Throughout this Code, the term “**family member**” refers to a director’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home

directors.

Vocera expects all of its directors to help foster a sense of commitment to this Code among all directors, and to foster a culture of fairness, honesty and accountability within Vocera. Vocera also expects directors to promote compliance with Code standards by Vocera's agents and contractors when they are working on Vocera's behalf and, to the extent such agents and contractors have been engaged by the directors or its committees, to ensure that Vocera's agents and contractors conform to Code standards when working on Vocera's behalf.

If you need help understanding this Code, or how it applies to conduct in any given situation, you should contact the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director), who may consult with inside or outside legal counsel as appropriate. In addition, you should be alert to possible violations of this Code by others and should report suspected violations, without fear of any form of retaliation, as described in Section 14.

Anyone who violates the standards in this Code will be subject to appropriate action, which, in appropriate circumstances may include legal action or referral for criminal prosecution.

1. Legal Compliance

You must always obey the law while performing your duties to Vocera as a director. Vocera's success depends upon each director operating within legal guidelines and cooperating with authorities. It is essential that you know and understand the legal and regulatory requirements that apply to Vocera's business and to your responsibility as a director. Vocera's business activities are subject to extensive governmental regulation under numerous U.S. federal and state laws, as well as the laws and regulations of any other jurisdictions in which Vocera operates. In addition, Vocera is subject to regulation and oversight, as a public company, by the Securities and Exchange Commission (the "**SEC**") and the New York Stock Exchange.

While you are not expected to have complete mastery of these laws, rules and regulations, you are expected to be able to recognize situations that require you to consult with others to determine the appropriate course of action. If you have a question in the area of legal compliance, you should approach the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director) immediately.

2. Conflicts of Interest

Vocera expects its directors to avoid actual or apparent conflicts of interest between your personal and professional relationships, including if appropriate, recusing himself or herself from Board of Directors discussions that could be perceived to create such a conflict. A "conflict of interest" occurs when a personal interest interferes in any way – or even appears or could reasonably be expected to interfere – with the interests of Vocera as a whole.

Sometimes conflicts of interest arise when a director takes some action or has some outside interest, duty, responsibility or obligation that turns out to conflict with an interest of Vocera or his or her duty to Vocera. Conflicts of interest can also arise when a director or relative of the director (including a family member of the director) receives improper personal benefits as a result of a Vocera position.

A few examples of activities that could involve conflicts of interests include:

- **Aiding competitors of Vocera.** For example, this could take the form of service as a member of the board of directors of or passing confidential Vocera information to a competitor, or accepting payments or other benefits from a competitor.
- **Involvement with any business that does business with Vocera or seeks to do business with Vocera.** Employment by or service on the board of directors of a customer, supplier or service provider is generally discouraged and you must consult with the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director) if you plan to have such a relationship.
- **Owning a significant financial interest in a competitor or a business that does business with Vocera or seeks to do business with Vocera.** In evaluating such interests for conflicts, both direct and indirect interests that a person may have should be considered, along with factors such as the following:
 - The size and nature of the person's interest;
 - The nature of Vocera's relationship with the other entity;
 - Whether the person has access to confidential Vocera information; and
 - Whether the person has an ability to influence Vocera decisions that would affect the other business.

If you have or wish to acquire a significant financial interest in a competitor, or in a customer, supplier or service provider with which you have direct business dealings (or approval responsibilities), you must consult with the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director).

- **Soliciting or accepting payments, gifts, loans, favors or preferential treatment from any person or entity that does or seeks to do business with Vocera.** See Section 7 for further discussion of the issues involved in this type of conflict.
- **Taking advantage of corporate opportunities.** See Section 4 for further discussion of the issues involved in this type of conflict.

You must avoid situations where your loyalty to Vocera could be compromised. If a director believes a situation may exist in which he or she has a conflict of interest that would interfere with the ability to perform his or her responsibilities as a director, he or she must promptly notify the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director) and the Governance and Nominating Committee, acting where appropriate on the advice and guidance of outside counsel, shall review all relevant facts and may (i) determine that the conduct or situation does not amount to a conflict of interest, (ii) provide guidance to avoid a conflict from developing (such as suggesting recusal from consideration and/or approval of specific matters that come before the Board of Directors), or (iii) declare that a director may not pursue a certain course or action, or must terminate the conflict. In addition, all related party transactions, whether or not deemed to be a conflict of interest, must be approved by the Governance and Nominating Committee in accordance with Vocera's Related Person Transaction Policy.

Special Note Regarding Director Loans

Loans to directors or their family members by Vocera, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accordingly, beginning with the adoption of this Code, Vocera loans and guarantees for directors are expressly prohibited by law and Vocera policy.

3. Insider Trading

Every director is prohibited from using “inside” or material nonpublic information about Vocera, or about companies with which Vocera does business, in connection with buying or selling Vocera’s or such other companies’ securities, including “tipping” others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code and other Vocera policies, to tip or to trade on inside information. Directors are not permitted to use or share inside information for stock trading purposes or for any other purpose except to conduct Vocera business.

Directors must exercise the utmost care when in possession of material inside information. Vocera’s Policy Prohibiting Insider Trading provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how you may purchase or sell shares of Vocera stock or other Vocera securities.

See Vocera’s Policy Prohibiting Insider Trading for more information.

4. Corporate Opportunities

You owe a duty to Vocera to advance Vocera’s legitimate business interests when corporate opportunities arise. You may not compete with Vocera, use corporate property, information or resources, or use your position with Vocera for improper personal gain or take personal advantage of, or develop or acquire, business opportunities discovered through the use of corporate property, information or resources, or your position that Vocera might want to pursue. Even opportunities that are acquired through independent sources may raise concerns if they are related to Vocera’s existing or proposed lines of business.

Vocera acknowledges that certain directors from time to time may be employed by an institutional investment fund or serve as a director or officer of another company. This Code is not intended to create a limitation upon any legal, ethical and otherwise legitimate activities conducted by a director who is employed by an institutional investment fund or serves as a director or officer of another company. For example, such fund or company may conduct legitimate business with or have other legitimate dealings with customers, suppliers or investors of Vocera, or such fund or company may enter into business relationships with or make investments in customers, suppliers or investors of Vocera, or other companies based on information gathered separately by such fund or company, and without the use of Vocera’s property, information or resources.

If a director, who is also employed by an institutional investment fund or serves as a director or officer of another company, acquires knowledge of a potential opportunity in such individual’s capacity with

such fund or company (and other than through the use of Vocera's property, information or resources, or in connection with such individual's service as a member of Vocera's Board of Directors) and that may be an opportunity of interest for both Vocera and such fund or company, then Vocera acknowledges that it has no expectancy that such director, fund or company, as the case may be, offer Vocera an opportunity to participate in such opportunity. In addition, any investment or other involvement by such director, fund or company shall not be a conflict or potential conflict of interest if such director acts in good faith and in compliance with this Code.

If you have any questions about how to appropriately fulfill your obligations to both Vocera and such fund or company, or if you are concerned that your activities with such fund or company could create the appearance of a conflict of interest with Vocera, you are encouraged to contact the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director).

5. Competition and Fair Dealing

Vocera strives to compete vigorously and to gain advantages over its competitors through superior business performance, not through unethical or illegal business practices. No directors may acquire proprietary information from others through improper means, possess trade secret information, or induce disclosure of confidential information from past or present employees of other companies. If you have obtained information of this variety by mistake, or if you have any questions about the legality of future actions, you must consult with the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director).

You are expected to deal fairly and honestly with anyone with whom you have contact in the course of performing your duties as a director. Making false or misleading statements about Vocera's competitors is prohibited by this Code, inconsistent with Vocera's reputation for integrity and harmful to Vocera's business. You may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair business practice.

6. Financial Integrity; Public Reporting

Vocera's disclosure controls and procedures are designed to help ensure that Vocera's reports and documents filed with or submitted to the SEC and other public disclosures are full, fair and accurate that they fairly present its financial condition and results of operations, and that they are timely and understandable. In connection with the preparation of the financial and other disclosures that Vocera makes to the public, including in its filings with the SEC or by press release, directors must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- act honestly, ethically, and with integrity;
- comply with this Code;
- endeavor to ensure full, fair, accurate, timely and understandable disclosure in Vocera's filings with the SEC and in other public communications;

- raise questions and concerns regarding Vocera's public disclosures when necessary and ensure that such questions and concerns are appropriately addressed;
- act in good faith, responsibly and with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated by others; and
- comply with Vocera's disclosure controls and procedures and internal control over financial reporting.

If you become aware that Vocera's public disclosures are not full, fair and accurate, or if you become aware of a transaction or development that you believe may require disclosure, you should report the matter immediately to the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director).

7. Gifts and Entertainment

All directors must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. In general, you cannot offer, provide or accept any gifts or entertainment in connection with your service as a director except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment. Gifts and entertainment must not be excessive in value, in cash, susceptible of being construed as a bribe or kickback, or in violation of any laws. Vocera may in the future publish additional gift and entertainment guidelines. Generally, gifts or entertainment having a value of \$100 or less, and otherwise in compliance with this Code are permissible. If you have any questions as to whether a specific gift or entertainment is appropriate or if you are unsure about the value of any gift or entertainment, please speak with the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director) for additional guidance. This principle applies to Vocera's transactions everywhere in the world, even if it conflicts with local custom. Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction.

8. Political Contributions and Gifts

Vocera does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. However, you are free to exercise your right to make personal political contributions with legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by Vocera. Vocera will not reimburse you for any political contribution.

9. International Business Laws

You are expected to comply with all applicable laws wherever you travel on Vocera business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. Vocera also expects directors to comply with U.S. laws, rules and regulations governing the conduct of business by U.S. citizens and corporations outside the United States.

These U.S. laws, rules and regulations, which extend to all Vocera's activities outside the United States, include:

- The Foreign Corrupt Practices Act, which prohibits 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;
- U.S. embargoes, which restrict or, in some cases, prohibit U.S. persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups or individuals;
- Export controls, which restrict travel to designated countries or prohibit or restrict the export of goods, services and technology to designated countries, identified persons or entities from the United States, or the re-export of U.S.-origin goods from the country of original destination to such designated countries or identified companies or entities; and
- Anti-boycott compliance, which prohibits U.S. companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States.

If you have a question as to whether an activity is restricted or prohibited, please contact the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director) before taking any action.

10. Confidentiality

Vocera depends upon its confidential information, and relies on a combination of patents, trademark and copyright laws, trade secret protection and confidentiality and license agreements to protect such information. Confidential information includes business, marketing, product and service plans, business and pricing strategies, financial information, forecasts, product architecture, source codes, engineering ideas, designs, databases, personnel information, and customer and supplier lists and data, and similar types of information provided to Vocera by its customers, suppliers and business partners. We cannot protect our confidential information without your help. A director who has had access to confidential Vocera information must keep it confidential at all times, including at all times after such director ceases to be a director of Vocera.

You must not share confidential Vocera information, or any confidential information of a customer, supplier, service provider or business partner, with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated. Unauthorized use or distribution of this information is extremely serious; it could be illegal and result in civil liability or criminal penalties. It would also violate Vocera's trust in you, and Vocera's customers' trust in it.

You must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, you should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information. You should not discuss sensitive matters or confidential information in public places, and you should avoid discussing confidential information on cellular phones to the extent practicable. You may not discuss Vocera's business in any Internet "chat room," regardless of whether you use your own name or a pseudonym, or otherwise post confidential Vocera information on the Internet. All Vocera emails, voicemails and other communications are presumed

confidential and should not be forwarded or otherwise disseminated outside of Vocera, except where required for legitimate business purposes.

You are required to observe the provisions of any other specific policy regarding privacy and confidential information that Vocera may adopt from time to time.

11. Protection and Proper Use of Vocera Assets

All directors are expected to protect Vocera's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste have a direct impact on Vocera's profitability. Any misuse or suspected misuse of Vocera's assets must be immediately reported to the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director).

12. Media Contacts and Public Communications

It is Vocera's policy to disclose material information concerning Vocera to the public only in accordance with its Corporate Communications Policy, in order to avoid inappropriate publicity and to ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as official spokespersons in the Corporate Communications Policy may address questions regarding financial matters. Please see the Corporation Communications Policy for more information.

13. Amendment and Waiver

Any amendment or waiver of this Code must be in writing and must be authorized by the Board of Directors or the Governance and Nominating Committee. Any such amendment or waiver shall be disclosed as required by applicable laws, rules and regulations.

14. Compliance Standards and Procedures

Compliance Resources

Vocera has an obligation to promote ethical behavior. Every director is encouraged to talk to the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director) when in doubt about the application of any provision of this Code.

Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with the Chair of the Governance and Nominating Committee (or, in the case of the Chair, Vocera's Lead Independent Director); even the appearance of impropriety can be very damaging to Vocera and should be avoided. If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are discussed in this Section 14 and on Vocera's internal website. You should raise questions or report potential violations of this Code without any fear of retaliation in any form – it is Vocera's policy not to retaliate.

Alleged violations of the Code shall be investigated by the Governance and Nominating Committee and may result in discipline and other action at the discretion of the Board of Directors upon recommendation of the Governance and Nominating Committee, including, where appropriate, removal

from the Board of Directors. The Board of Directors is ultimately responsible for the investigation and resolution of all issues that may arise under this Code, and the Board of Directors shall comply with all applicable rules and regulations of the SEC and the New York Stock Exchange in the performance of its duties, and the Board of Directors and the Governance and Nominating Committee shall conduct its investigations with the highest degree of confidentiality that is possible under the specific circumstances. As needed, the Chair of the Governance and Nominating Committee or Vocera's Lead Independent Director, as the case may be, may consult with other members of the committee, other members of the Board of Directors, and outside counsel, as appropriate.

Anonymous Reporting of Possible Violations

Directors who wish to anonymously submit a concern or complaint regarding a possible violation of this Code should follow the procedures outlined in the Whistleblower and Complaint Policy.

15. Equal Opportunity

In keeping with Vocera's commitment to the communities in which Vocera does business, Vocera is an equal employment opportunity employer. This means that employment decisions are to be based on merit and business needs, and not based upon race, color, citizenship status, religious creed, national origin, ancestry, gender, sexual orientation, age, marital status, veteran status, physical or mental disability, or medical condition, or any other condition prohibited by law.

16. No Rights Created

This Code is a statement of fundamental principles, policies and procedures that govern directors in the conduct of Vocera business. It is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other non-employee or entity.

17. Code Administration

The Governance and Nominating Committee is responsible for reviewing this Code at least annually as set forth in the committee's charter and may recommend revisions to Vocera's Board of Directors. It may request reports from Vocera executives about the implementation of this Code and take any other steps in connection with that implementation as it deems necessary.