

VOCERA COMMUNICATIONS, INC.

WHISTLEBLOWER AND COMPLAINT POLICY

As Adopted October 26, 2011

Effective: March 27, 2012

Vocera Communications, Inc. (collectively with its subsidiaries, the “*Vocera*”) 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 (this “*Policy*”).

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 it continues to be a driving force in all we do. As a director or employee, 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 your adherence to this 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.

1. 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):

1. By email to LawDepartment@Vocera.com;
2. 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
2. By letter to the Audit Committee of the Board of Directors, addressed to Vocera's corporate headquarters marked "Attention: Audit Committee."

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, you may send a letter addressed to Vocera's corporate headquarters marked "Attention: Audit Committee." You may report confidentially and anonymously if you wish. 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.

2. 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.

3. 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 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.

4. Investigation and Record Keeping

Employees should not independently conduct their own investigation but instead should make their complaint or report to their supervisor or manager, or by following the procedures in this Whistleblower and Complaint Policy. The Compliance Officer will coordinate the prompt investigation and resolution of all reports and ensure that corrective action, as necessary and appropriate, is taken. All records of the report of a suspected violation will be reviewed, investigated and evaluated by the Compliance Officer (or his or her designee) as he or she deems reasonably necessary.

5. Retention of Records

The Compliance Officer will maintain a log of all complaints and reports, tracking their receipt, investigation and resolution. Vocera will preserve records of complaints and reports made under this Policy and associated log(s) for a period of time to be determined by the Compliance Officer in consultation with Vocera's Audit Committee. After the established retention period, the records and associated log(s) may be disposed of in accordance with Vocera policy.

6. Reporting to the Audit Committee

With respect to all reports of suspected violations, the Compliance Officer shall make a presentation to the Audit Committee. At each such meeting, management will report on the nature of all applicable reports received since the prior Audit Committee meeting. If the Compliance Officer, or his or her designee, determines that reporting prior to the next scheduled Audit Committee meeting is necessary or appropriate, the Compliance Officer or his or her designee shall contact the chairperson of the Audit Committee, or such other person designated by the Audit Committee, to decide whether an earlier evaluation is warranted.

The Audit Committee will take whatever steps it deems necessary to respond to any violation report received by Vocera.

7. **Policy Administration**

The Governance and Nominating Committee (in consultation with the Audit Committee) is responsible for reviewing and assessing this Policy at least annually. It may request reports from Vocera executives about the implementation of this Whistleblower and Complaint Policy and take any other steps in connection with that implementation as it deems necessary. The Governance and Nominating Committee may recommend to the Board of Directors revisions of this Policy and procedures associated with this Whistleblower and Complaint Policy. The Audit Committee shall make such recommendations in the case of any revision or amendment that affects the procedures established for (i) the receipt, retention and treatment of complaints received by Vocera regarding accounting, internal accounting controls or auditing matters or (ii) the confidential, anonymous submission by employees of Vocera of concerns regarding questionable accounting or auditing matters.