

# VOCERA COMMUNICATIONS, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

APPROVED BY THE BOARD ON OCTOBER 28, 2020

This Code of Business Conduct and Ethics (“**Code**”) has been adopted by our Board of Directors and applies to every director, officer and employee, and summarizes the values of Vocera Communications, Inc. (the “**Company**”), and the high standards we hold ourselves to every day. Each of us has a responsibility to treat each other and grow our business with integrity. This Code is intended to serve as a guide to help you answer potential legal and ethical questions that may arise and is not intended to be a comprehensive rulebook.

### PURPOSE

As our Code establishes our policy framework, all our employees, directors and officers are required to read and comply with our Code. Please note that the Company has additional company policies that cover other specific topics that you should also read and familiarize yourself with. These additional policies can be accessed through the following links<sup>1</sup> and include:

- Anti-Corruption Policy;
- Corporate Communications Policy;
- Insider Trading Policy;

- Related-Party Transactions Policy;
- Social Media Policy; and
- Whistleblower Policy.

### MAKING THE RIGHT DECISION

Because this Code is not a comprehensive rulebook, a useful framework for evaluating a situation or making a decision may be to ask the following questions:

- Purpose
  - Why am I doing this?
  - Is it legal? Even if it is legal, is it the right thing to do?
- Process
  - Did I follow the right steps?
  - Did I consult the right experts or stakeholders?
- Perception

How would this look to our customers, regulators, employees or the media?

How would this look in three to four years in the future?

If you ever are in an uncomfortable situation or have any doubt about whether a situation

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<sup>1</sup> NTD: Company to hyperlink to the policies.

is consistent with our ethical standards or complies with the law, please seek help from your manager or our General Counsel. If you would like to remain anonymous, please refer to our Whistleblower Policy for instructions on how to report a situation or seek help anonymously.

## DOING OUR JOBS WITH INTEGRITY

While we constantly aim for excellence and to provide value for our customers, employees and stockholders, it's critical that we do so with integrity. It is unacceptable to cut ethical or legal corners for the benefit of the Company or for personal benefit. No one should take unfair advantage of anyone else through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair practice. Because this Code is not a comprehensive rulebook, we provide the following examples of potential ethical and legal situations to illustrate the application of this Code.

## HONEST AND ETHICAL CONDUCT

### Conflicts of Interest

As an employee, you must act within guidelines that prohibit real and potential conflicts of interest with your role at the Company. Generally, conflicts of interest are situations that divide your loyalty between the Company, on the one hand, and your own personal interests, on the other. Determining whether a conflict of interest exists is not always easy to do. Even the appearance of a conflict of interest could create a problem. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, you must first notify your manager or our General Counsel. It's critically important that you let us know when any conflicts, or situations that could be perceived as

conflicts, arise. Often, we can put measures in place to protect you and the Company. That's why we require that real or potential conflicts of interest be disclosed promptly to your manager or our General Counsel.

Any of the following could result in a reviewable conflict of interest:

- **Conflicting Employment:** You or a family member is working or consulting for a competitor or potential competitor
- **Nepotism in Hiring:** Hiring or supervising family members or others with whom you have a close, personal relationship
- **Nepotism in Business Transactions:** Awarding Company business to a company owned or controlled by an employee of the Company or a member of his or her family
- **Board Service:** Serving as a board member or advisor for an outside company or organization
- **Investments:** Owning or having a substantial interest in a competitor, supplier or contractor (including investment advisory work)
- **Gifts:** Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all Company employees
- **Interested Party Transactions:** Taking personal advantage of the Company's business opportunities

Keep in mind that these are guidelines. Conflicts of interest are fact-specific. For example, you may accept an approved gift from a vendor, but if you then decide to do

business with that vendor without evaluating others, there could be a potential conflict of interest. When in doubt about any potential conflict of interest, contact our General Counsel.

### **Business with Related Parties**

You should avoid conducting any Company business with a relative or significant other, or with a business with which you, a relative or significant other is significantly associated. A potential conflict of interest can arise if you direct business from the Company to these types of related parties. To prevent a conflict of interest, employees directing business to or from the Company should discuss the situation with their manager and remove themselves from the decision-making process.

Even if a related-party transaction appears to be in the Company's best interests, you must first fully disclose the transaction to and receive approval from, our General Counsel (or our Audit Committee if you're a board director) before engaging in that transaction. If you discover after the fact that we have done business with a related party, you must promptly report it to, and seek approval from, our General Counsel (or our Audit Committee if you're a board director). Please also refer to our Related-Party Transactions Policy for more information.

### **Outside Advisory or Board Service**

You must obtain approval from our General Counsel for certain activities that could present an actual or potential conflict of interest with your professional responsibilities at the Company. For example, serving on advisory boards or boards of directors, or being appointed to industry groups may present actual or potential conflicts. Board directors must notify our General Counsel either in advance

of, or promptly after, accepting a new board directorship.

### **Meals, Gifts, and Entertainment**

At times, socializing with customers, distributors and suppliers can be an integral part of building important business relationships. However, good judgment should be exercised in providing business meals and entertainment or inexpensive gifts, so that all such conduct is consistent with customary and prudent business practices. Please do not solicit or request any gift and do not give or accept any gift that would affect or influence, or give the appearance of affecting or influencing, the business relationship at hand or your judgment in carrying out your duties and responsibilities for the Company. You may never use personal funds or resources to do something that cannot be done with Company resources, and you also are not allowed to lower the value of a gift by absorbing a portion of the cost yourself.

In addition, you should avoid any actions that create a perception that the Company sought or received favorable treatment from other entities or people in exchange for business courtesies such as gifts, gratuities, meals, refreshments, entertainment or other benefits. On occasion, you may be offered a gift, travel, or other compensation by someone in connection with the work you do here at the Company. A good rule of thumb to use in considering whether to accept the gift is whether you would be comfortable telling your manager about the gift or having your acceptance of it known by the public.

### **Loans**

Under SEC rules, we are not allowed to provide loans (or guarantee loans) to our executive officers and directors or their

family members. The Board must approve any Company loan to any other service provider.

## COMPLYING WITH THE LAW

Everyone at the Company is expected to comply with the law. Applicable laws can be complex and at times, even counterintuitive. Although it's impossible to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. You should consult with our General Counsel if you are unsure or have any questions or concerns related to your work. A few specific areas of legal compliance are discussed in greater detail below.

### Insider Trading

Because we believe firmly in transparency and trust across the organization, you may find yourself in possession of inside information. The definition of inside information is any material nonpublic information, positive or negative, about the Company or other organizations with which we work. "Material" means that a reasonable stockholder would consider the information useful when buying or selling securities. "Nonpublic" means that the information is confidential and has not yet been shared broadly outside of the Company. Remember that we also may possess confidential information about our customers, partners or other third parties. It's equally important that we treat this information with the same care that we treat our own.

The bottom line is that we never buy or sell securities based on inside information, nor do we tip off others to do so. It doesn't matter how we learned the information—

using material nonpublic information to make a trade is never acceptable. Doing so violates the law and the trust we've built with our fellow employees, and with our customers, partners and investors, and others.

To learn more, please review our Insider Trading Policy, which explains how you lawfully can trade in our stock, as well as our trading windows, blackout periods and trading plans.

### No Bribery or Corruption

We will not tolerate bribery or corruption, nor will we buy market access, regulatory approvals, or business or policy outcomes with money, gifts or other perks. There is no potential benefit that can justify damaging our integrity and reputation or the trust others place in us. All bribery is prohibited.

All employees and our business partners must comply fully with the Foreign Corrupt Practices Act (FCPA) and other applicable laws prohibiting the bribing of public officials or individuals in the private sector (such as the U.K. Bribery Act).

These laws and our Anti-Corruption Policy prohibit offering anything of value to government officials in order to obtain or keep business or to secure some other improper advantage. Also prohibited is the payment of "kickbacks," meaning offering or accepting corrupt payments and other advantages between nongovernmental persons and entities. We may not do these things directly or indirectly through a partner or third party.

That doesn't mean that all gifts are prohibited—providing or accepting occasional meals, or tickets to sporting and cultural events, sometimes may be appropriate. But frequent or substantial gifts

can create an actual or apparent conflict of interest or illicit payment.

### Unlawfully Obtaining Business Intelligence

Gathering information about our competitors, often called competitive intelligence, is a legitimate business practice. It helps us stay competitive. However, we must always obtain business intelligence appropriately from legitimate sources. You must not steal or unlawfully use the information, material, products, intellectual property or proprietary or confidential information of others, including that of business partners and customers. These rules also apply to consultants, vendors and other partners we retain.

### Fair Sales and Marketing Practices

We compete vigorously for business based solely on the merits of our products and services. We won't participate in any activities that unfairly harm competition. We want to win, but win fairly.

We will accurately represent the Company and our services in our marketing, advertising and sales materials. We can promote our products and make comparisons between us and our competitors.

Deliberately misleading messages, leaving out important facts or false claims about our products or competitors are inconsistent with our policies.

Antitrust laws govern relationships between a company and its competitors. Collusion among competitors is illegal and the consequences of a violation are severe. You must not enter into an agreement or understanding of any kind with competitors concerning prices, discounts or other terms or conditions of sale; profits or profit

margins; costs; allocation of product, customers, markets or territories; limitations on production or supply; boycotts of customers or suppliers; or bids or the intent to bid or even discuss or exchange information on these subjects.

## FINANCIAL MATTERS AND BUSINESS PRACTICES

You are expected to act responsibly and exercise sound judgment with respect to our finances and financial reporting. Investors rely on accurate and fair financial and business information to understand our financial results and make informed decisions. You may execute financial transactions only with authorization and in compliance with our policies. You also are expected to record and report all financial transactions and business information honestly and accurately, to comply with our system of internal controls and to follow applicable laws, regulations and accounting practices.

We regularly file reports and other documents with regulatory authorities, including the SEC. In addition, we may make other public communications, such as press releases, from time to time.

Depending upon your position with the Company, you may be called upon to provide information to help ensure that our public reports and communications are complete, fair, accurate and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely and understandable answers to inquiries related to our public disclosures. Employees involved in preparing public reports and communications must use all reasonable efforts to comply with our disclosure controls and procedures.

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it's your responsibility to bring this information to the attention of our General Counsel. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should report this immediately to our General Counsel, or if you wish to remain anonymous, follow the procedures set forth in our Whistleblower Policy.

### SEC Reporting and Financial Statement Preparation

Our periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws, and SEC rules. If you contribute in any way to the preparation or verification of our financial statements and other financial information, you must ensure that our books, records and accounts are accurately maintained. You must also cooperate fully with our finance department, as well as our independent public accountants and counsel. If you are involved in the preparation of our SEC reports or financial statements, you must:

- Be familiar with and comply with our disclosure controls and procedures and our internal control over financial reporting.
- Take all necessary steps to ensure that all filings with the SEC and all other public communications about our financial and business condition provide full, fair, accurate, timely and understandable disclosure.

### Quarterly Compliance Certifications

Depending on your position here at the Company, we may ask you to certify your knowledge of various facts each quarter. We rely on certifications to record transactions, make legal and accounting determinations and comply with laws. If you don't provide a certification or complete a certification completely, honestly and accurately, you may be in violation of this Code. This will result in disciplinary action up to and including termination of your employment.

### Business Expenses

You are expected to spend money wisely. When you submit an expense for reimbursement or spend money on our behalf, you must make sure that the cost is reasonable, directly related to our business, supported by appropriate documentation and in compliance with our policies. Always submit expense reports in a timely manner, record the business purpose and relevant details and comply with all submission requirements. If you are uncertain about whether you should spend money or submit an expense for reimbursement, check with your manager. Managers are responsible for all money spent and expenses incurred by their direct reports and should carefully review such expenses and supporting receipts before approving.

### Money-laundering and Third-party Payments

We are committed to complying fully with all anti money-laundering and antiterrorism laws throughout the world. Money laundering occurs when individuals or organizations attempt to conceal illicit funds or make such funds look legitimate. Employees requesting payments to vendors or potential vendors, as well as employees who monitor payments we receive, must flag suspicious activity. The following



examples may be indications of potential money laundering:

- Attempts to make large cash payments
- Payments by or to someone who is not a party to the relevant contract
- Requests to pay more than provided for in the relevant contract
- Payments made in currencies other than those specified in the relevant contract
- Payments from an unusual, non-business account

## **USING AND PROTECTING OUR ASSETS, SYSTEMS AND FACILITIES**

### **Access to Our Offices**

Each Company office has policies to ensure the security and confidentiality of our communications, protect our assets from theft, misuse or destruction and keep you and any guests safe. All employees are responsible for complying with these policies and with all related systems.

### **Computers and Other Equipment**

You must care for any equipment provided by the Company (such as your laptop computer) and use it responsibly for business purposes. You may make limited personal use of our equipment, provided such use does not interfere with our business or violate any law or Company policy. If you use any Company equipment at a location outside of our offices, you need to take precautions to protect the equipment from loss, theft or damage. All Company equipment must be fully accessible to us and remains our property, even while in your possession. You have no right to privacy in our personal equipment (including laptop

computers provided to you) or to any personal information stored on that equipment. You may not use your own equipment for Company work without advance permission from your manager and only in compliance with all policies relating to the use of such equipment.

### **Software and Content**

All software you use in your work for the Company must be appropriately licensed and approved. Any non-licensed software should be removed. It is against our policy to make, use or share illegal or unauthorized copies of software or other copyrighted material.

### **Retaining Records**

Our records and information are important assets that comprise our corporate memory and contain information critical to the continuity of our business. These documents or records include not only transaction records, but other electronic records, such as e-mail, voicemail, messaging apps and computer drives. You must manage business records and dispose of them only in the manner and timeframe established by our document retention policies. Please be especially cautious with records and information that are subject to a legal hold which may be imposed under certain circumstances such as litigation or government investigations to suspend all document destruction procedures in order to preserve appropriate records. When there is a “legal hold” in place, you may not alter, destroy or discard documents relevant to the lawsuit or investigation.

### **Protecting Information and Intellectual Property (IP)**

The innovations you create every day are vital to our success. We expect you to

understand the value of these innovations and to take appropriate steps to protect them. This means disclosing to the Company all inventions and other IP created or improved as part of your work for us, assisting with the preparation and prosecution of patent applications, protecting confidential information and avoiding the improper use of third-party confidential information or IP.

### Disclosing Confidential Information About the Company and Others

We sometimes must disclose our confidential information in the course of performing our jobs. If you need to disclose confidential information belonging to the Company, you first must ask the Legal Department to work with the other party to sign an approved non-disclosure agreement (NDA). In addition, you should not discuss sensitive matters or confidential information in public places such as elevators.

If a third party has disclosed confidential information to you or the Company under an NDA, you must comply with the terms of the NDA and limit your use of the confidential information to the specific purpose for which it was intended.

You should never attempt to obtain a competitor's confidential information improperly. This includes asking another employee to disclose confidential information they received while working at another company.

If you obtain another company's confidential information accidentally or from an unknown source, it may be unethical or even illegal to use the information. You should immediately contact our General Counsel to determine how to proceed.

### Requests by Regulatory Authorities

Stewardship of our customer's data is a responsibility we embrace. All government requests for our information, documents or interviews of our employees should be referred to our legal team immediately. This doesn't prevent you from providing information to a government or law enforcement agency if you reasonably believe that the information discloses a legal violation by us or our agents.

## COMMUNICATING WITH OTHERS

We are committed to providing accurate, timely and clear disclosure in our public communications. Because any external communications can affect our business, you must be thoughtful and conscientious about what you say and write in public on the Company's behalf. In general, only people who have been specifically authorized may speak on behalf of the Company without prior approval. If you are approached by anyone such as a member of the press, analyst, or current or potential investor of the Company, please refer the individual to our Chief Executive Officer or our Chief Financial Officer. For additional information, please refer to our Corporate Communications Policy.

## A PLACE WHERE YOU CAN DO YOUR BEST WORK

We are committed to fostering an environment where ALL people are welcome and supported. We respect and value different experiences and viewpoints. We always act respectfully toward one another and embrace diversity of people and ideas. Having a diverse workforce made up of team members who bring a wide variety of skills, abilities, experiences and perspectives is essential to our success. Creativity and innovation flourish in an environment of openness, inclusion and mutual respect.



## Authenticity and Inclusion

We are more productive, more creative and happier when each of us can be our authentic self. We act as a team that embraces different perspectives, seeks innovation from everywhere, and enables our colleagues, our customers and our communities to change the world. We value groundbreaking thinking and new ways of approaching problems—and we know that to solve the most complex problems, we need to attract the most creative, innovative and committed people from across the globe.

## Fair Employment Practices

We are committed to providing equal employment opportunities for all employees and people who apply to work at the Company. We do not unlawfully discriminate in employment opportunities (such as hiring or promotions) or practices (such as discipline, compensation or benefits) on the basis of race, color, religion, sex, gender identity or expression, transgender status, genetics, marital or veteran status, age, national origin, ancestry, physical disability (including HIV/AIDS), mental disability, medical condition, pregnancy or childbirth (including breast-feeding), sexual orientation or any other characteristic protected by law.

Additionally, every Company employee has a right to a work environment free from unlawful harassment. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment.

We will promptly address reports of discrimination or harassment. If you believe you've observed or been subjected to discrimination or harassment in violation of our policies, you should immediately contact

your manager, Human Resources, our General Counsel, or any manager with whom you feel comfortable. If you wish to report these violations anonymously, please follow the procedures in our Whistleblower Policy. We will not retaliate against any employee for bringing a complaint in good faith or participating in any investigation in good faith and we will not tolerate retaliation by others. You should report any concerns about retaliation immediately. See “No Retaliation” below.

## Safety and Security

We expect you to treat others fairly and with respect and to be professional at all times. We promote and provide a work environment free of violence and we are committed to the safety and security of our employees and property. We will not tolerate threats of violence, acts of aggression, intimidation or hostility. You may not possess firearms, other weapons, explosive devices or dangerous substances or materials in the workplace. Any potentially dangerous situation must be reported immediately to our General Counsel.

## Cooperating with Investigations

We will conduct investigations of all alleged or actual violations of our policies, procedures and laws. All employees are required to cooperate with any Company investigation.

You must take your participation in any investigation seriously. The following actions will result in disciplinary action up to and including possible termination of employment:

- Destroying evidence related to a violation of this Code, other Company policies or the law

- Failing to provide evidence when requested
- Providing false or misleading information in an investigation
- Not fully cooperating with an investigation
- Not following instructions related to an investigation (for example, discussing the investigation with other employees if you're instructed not to)

**REPORTING CONCERNS**

We strive to maintain the highest ethical standards at the Company. We are committed to having a workplace in which employees can report an ethical concern free of any harassment, discrimination or retaliation. If you discover questionable, fraudulent or illegal behavior or other behavior that might violate this Code or our policies, you should report it immediately to our General Counsel. If you wish to report it anonymously, please refer to the process set forth in our Whistleblower Policy. We will promptly investigate reports of violations of this Code or our other policies, and, if substantiated, take appropriate action to ensure consistent enforcement of this Code and our other policies.

**NO RETALIATION**

We won't retaliate against any person for bringing a complaint in good faith or participating in any investigation in good faith and we won't tolerate retaliation by anyone either. You should report any concerns about retaliation immediately. We'll promptly and thoroughly investigate all retaliation complaints. If substantiated, we'll take disciplinary action, up to and including termination.

**CHANGES TO THIS CODE**

Our Board of Directors reserves the right in its sole discretion to modify or delete any part of this Code without prior notice, although we will attempt to provide employees with reasonable notice of any material change. However, your failure to read and/or acknowledge this Code does not exempt you from responsibility to comply with the Code, as well as with applicable laws, regulations and Company policies.

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