

## OPTIMIZERX CORPORATION

### INSIDER TRADING POLICY

This Insider Trading Policy (“Policy”) provides the standards of OptimizeRx Corporation (“OptimizeRx” or the “Company”) with respect to transactions in securities of the Company and the handling of confidential information about OptimizeRx and the companies with which OptimizeRx does business. The federal securities laws prohibit insider trading. Insider trading occurs when a person uses material non-public information obtained through involvement with the Company to make decisions to engage in transactions in the Company's securities or transmits such information to any other person who may trade on the information. Please note that this insider trading policy supplements the restrictions set forth in the Company’s Code of Business Conduct and Ethics.

This Policy applies to all transactions in the Company's securities, including common stock, options and any other securities that the Company may issue, such as preferred stock, notes, bonds and convertible securities, as well as to derivative securities relating to any of the Company's securities, whether or not issued by the Company (referred to in this Policy as the “Company’s securities”). The term “transactions” or “trading” means broadly any purchase, sale or other transaction to acquire, transfer or dispose of securities, including market option exercises, gifts or other contributions, exercises of stock options granted under the Company’s equity plans, sales of stock acquired upon the exercise of options and the vesting of restricted stock and restricted stock units and trades made under an employee benefit plan.

Section 1 hereof applies to all of the directors, officers and employees of the Company and its subsidiaries. Section 1 of this Policy also applies to such persons’ family members, other members of such persons’ households and entities controlled by such persons, as described in more detail below. The Company may also determine that other persons should be subject to Section 1 of this Policy, such as contractors or consultants. Section 2 hereof applies to all directors and Officers of the Company and the employees described in Appendix A hereto. Section 2 of this Policy also applies to such persons’ family members, other members of such persons’ households and entities controlled by such persons, as described in more detail below. Section 3 hereof sets forth additional requirements applicable to directors and Officers of the Company.

If this Policy applies to you, it also applies to family members who reside with you (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings, in-laws and adoptive relationships) or are financially dependent on you, and also includes other family members whose transaction in securities are directed by you or are subject to your influence or control (collectively referred to as “Family Members”). This Policy also applies to any other person who lives in your household and to any legal entities (such as a corporation, partnership or trust) that are influenced or controlled by you (collectively referred to as “Controlled Entities”).

Transactions by your Family Members, household members and Controlled Entities should be treated for the purposes of this Policy as if they were for your own account. ***Accordingly, all references to you with regard to all trading restrictions and pre-clearance procedures in this Policy also apply to your Family Members, household members and Controlled Entities. You are personally responsible for the actions of your Family Members, household members and Controlled Entities.***

The Company has established a “Compliance Committee,” consisting of the Company’s General Counsel, Chief Financial Officer and Chief Executive. All determinations and interpretations by a member of the Compliance Committee shall be final and not subject to further review.

**Any violation of this Policy may result in immediate dismissal and may subject you to both civil and criminal penalties. This is an extremely important matter, and we urge you to read the following with care. If you have any questions about this Policy, including its application to any proposed transaction, you may obtain additional guidance from a member of the Compliance Committee. Do not try to resolve uncertainties on your own, as the rules relating to insider trading are often complex, not always intuitive and carry severe consequences.**

## **Section 1: Trading Restrictions and Guidelines**

Section 1 of this Policy applies to all of the directors, officers and employees of the Company and its subsidiaries. Section 1 of this Policy also applies to such persons' Family Members, household members and Controlled Entities. *All references to you with regard to all trading restrictions in this Policy also apply to your Family Members, household members and Controlled Entities.* The Company may also determine that other persons should be subject to Section 1 of this Policy, such as contractors or consultants.

### **A. General Policy - Prohibition Against Trading On or Tipping Material Non-Public Information**

While in the possession of material non-public information relating to OptimizeRx, you may not directly or indirectly through family members or other persons or entities:

1. Engage in transactions in Company securities, except as otherwise specified in this Policy under the heading "Certain Exceptions to the Trading Restrictions in this Policy."
2. Recommend the purchase or sale of any Company securities; or
3. Communicate material non-public information concerning OptimizeRx to any other person (including relatives, friends or business associates), except to the extent necessary to perform authorized work for OptimizeRx or as required or specifically permitted by law or legal process. Nor should such information be discussed with any person within OptimizeRx under circumstances where it could be overheard. Written information should be appropriately safeguarded and should not be left where it may be seen by persons not entitled to the information.

In addition, if, in the course of employment with the Company or the performance of services on the Company's behalf, you learn material non-public information about another company with which the Company proposes to, or does, business, including a vendor, customer or supplier of the Company, you may not (i) trade in that company's securities until the information becomes public or is no longer material, or (ii) communicate that information or make any recommendation relating to the buying or selling of securities of such company to any other person, including family and friends, business associates, or in any consulting capacity.

There are no exceptions to this Policy, except as specifically noted herein. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure), or small transactions, are not excepted from this Policy. The securities laws do not recognize any mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct. This means that you may have to forgo a proposed transaction in the Company's or another company's securities even if you planned to make the transaction before learning the material non-public information and even though you believe that waiting may cause you to suffer an economic loss or not realize anticipated profit.

This Policy continues to apply to transactions in Company securities even after termination of service to OptimizeRx. If an individual is in possession of material non-public information when his or her service terminates, that individual may not trade in Company securities until that information has become public or is no longer material. Unless notified otherwise by the Company, persons who leave during a blackout period will continue to be subject to such blackout period after termination of service to OptimizeRx. The pre-clearance procedures specified in Section 2 will cease to apply to transactions in Company securities upon the expiration of any blackout period or other Company-imposed trading restrictions applicable at the time of the termination of service.

## B. Definitions

Material Information. Material information is any information that a reasonable investor would consider important in determining whether to buy, sell or hold securities. Positive or negative information may be material to investors. A determination as to whether information is material depends on all of the related facts and circumstances. Material information is not limited to historical facts but may also include projections and forecasts. Materiality is based on an assessment of all the facts and circumstances and is often evaluated by courts and enforcement authorities with the benefit of hindsight.

Information that you should consider material includes, but is not limited to:

- earnings information and quarterly results;
- financial forecasts, including earnings estimates;
- changes in previously released forecasts;
- significant merger, acquisition or divestiture proposals or agreements;
- major customer wins or losses;
- changes in auditors;
- significant changes in the Company's prospects;
- significant or unusual borrowing or liquidity issues;
- equity or debt offerings;
- purchases or redemptions of securities;
- change in management or the Company's board of directors;
- significant related party transactions;
- development of a significant new product or service;
- pending or threatened significant litigation, or the resolution of such litigation; and
- significant cybersecurity incidents.

Non-public Information. Information that has not been disclosed to the public is generally considered to be non-public information. Information is considered to be public when it has been released in a manner that is reasonably designed to provide broad, non-exclusionary distribution (e.g., by means of a press release or an SEC filing) and after enough time has elapsed to permit the investment market to absorb and evaluate the information. As a general rule, information should not be considered fully absorbed by the market until after the second business day after the day on which the information is released. Note that the information disseminated must be some form of "official" announcement. In other words, the fact that rumors, speculation, or statements attributed to unidentified sources are public is insufficient to be considered broadly distributed even when the information is accurate.

Officer. Officer means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

C. Trading Blackout Periods

Quarterly Blackout Periods. You cannot engage in transactions in Company securities during a blackout period. OptimizeRx has established four routine quarterly blackout periods (“Quarterly Blackout Periods”). Each Quarterly Blackout Period begins at the close of trading on the 15<sup>th</sup> day of the final month of each fiscal quarter (i.e. March 15th, June 15th, September 15th, and December 15th) and ends on the commencement of trading on Nasdaq on the third trading day following the day on which OptimizeRx makes a public news release of its quarterly or annual earnings for the prior fiscal quarter or fiscal year, as the case may be.

Under certain very limited circumstances, a person subject to this restriction may be permitted to trade during a Quarterly Blackout Period, but only if the Compliance Committee concludes that the person does not in fact possess material non-public information. Persons wishing to trade during a Quarterly Blackout Period must contact the Compliance Committee for approval at least two business days in advance of any proposed transaction involving Company securities. Such request may be granted in the sole discretion of the Compliance Committee. Exceptions to the Quarterly Blackout Periods are granted infrequently and only in exceptional circumstances. *All exception requests should be emailed to the Compliance Committee at [preclearance@optimizerrx.com](mailto:preclearance@optimizerrx.com).*

Event-Specific Blackout Periods. In addition to the Quarterly Blackout Periods, the Compliance Committee may issue instructions from time to time advising some or all personnel that they may not engage in transactions in Company securities for certain periods, or that our securities may not be traded without prior approval (an “Event-Specific Blackout Period”). Due to the confidential nature of the events that may trigger these sorts of blackout periods, the Compliance Committee may find it necessary to inform affected individuals of a blackout period without disclosing the reason. If you are made aware of such a blackout period, do not disclose its existence to anyone. Exceptions will not be granted during an Event-Specific Blackout Period.

D. Certain Exceptions to the Trading Restrictions in this Policy

The trading restrictions in this Policy (including the blackout period restrictions) do not apply in the case of the following transactions, except as specifically noted:

Exercise of Stock Options. The trading restrictions in this Policy do not apply to the exercise of an employee stock option acquired pursuant to the Company’s equity plans, or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. The trading restrictions in this Policy *do* apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

Vesting of Restricted Stock Awards and Restricted Stock Unit Awards. The trading restrictions in this Policy do not apply to the vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock unit. The trading restrictions in this Policy *do* apply, however, to any market sale of restricted stock and shares of stock received upon the vesting of restricted stock units.

Rule 10b5-1 Trading Plan. The trading restrictions in this Policy do not apply to purchases or sales of the Company’s securities pursuant to a pre-approved Rule 10b5-1 trading program (a “Rule 10b5-1 Plan”). Implementation of a Rule 10b5-1 Plan under the Exchange Act provides an affirmative defense (which must be proven) from insider trading liability under Rule 10b-5. A Rule 10b5-1 Plan must be entered

into at a time when the person entering into the plan is not aware of material non-public information. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. Entry into a Rule 10b5-1 Plan must comply with the requirements set forth in “Rule 10b5-1 Plans” below.

E. Rule 10b5-1 Plans

Entry into a Rule 10b5-1 Plan requires the prior written approval of the Compliance Committee (which approval may include an email confirmation). Any Rule 10b5-1 Plan must be submitted for approval five days prior to the entry into the Rule 10b5-1 Plan. *All pre-clearance submissions should be emailed to the Compliance Committee at [preclearance@optimizerx.com](mailto:preclearance@optimizerx.com).* No further pre-approval of transactions conducted pursuant to the Rule 10b5-1 Plan will be required. You may not adopt a Rule 10b5-1 Plan during any Quarterly Blackout Period or Event-Specific Blackout Period, or at a time when you are aware of material non-public information. The following requirements apply to all Rule 10b5-1 Plans:

- directors and Officers may not commence sales under a Rule 10b5-1 plan until the later of (i) 90 days following the date of adoption or modification of such plan; or (ii) two business days following the disclosure of the Company’s financial results in a Form 10-K or Form 10-Q relating to the fiscal quarter in which the Rule 10b5-1 plan was adopted or modified (but not to exceed 120 days following plan adoption or modification);
- all persons other than directors and Officers, may not commence sales under a Rule 10b5-1 plan until 30 days following the date of adoption or modification of such plan;
- directors and Officers must provide a representation in the Rule 10b5-1 plan certifying that, on the date of adoption or modification of the plan, they (i) are not aware of material nonpublic information about the Company or its securities; and (ii) are adopting or modifying the plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5;
- subject to the limited exceptions set forth in Rule 10b5-1, you may not maintain multiple, overlapping plans;
- subject to the limited exceptions set forth in Rule 10b5-1, you can utilize only one single-trade plan (i.e. a plan designed to effect only a single transaction) during any 12 month period; and
- you must act in good faith with respect to the Rule 10b5-1 plan, not just in connection with entering into the plan.

The Company may impose additional restrictions on Rule 10b5-1 Plans, including without limitation:

- requiring that all plans be managed by an administrator selected by the Company;
- restrictions on termination or modification of plans;
- prohibition on entry into new plans for extended periods following termination of an existing plan; and
- prescribed periods during which persons may enter into plans.

Modification or termination of Rule 10b5-1 Plans are generally discouraged absent compelling circumstances. Any modification to any Rule 10b5-1 Plan is treated as the entry into a new plan and must comply with all of the above requirements.

#### F. Violations of Insider Trading Laws

Penalties for trading on or communicating material non-public information can be severe, both for individuals involved in such unlawful conduct and their employers and supervisors, and may include jail terms, criminal fines, civil penalties and civil enforcement injunctions. Given the severity of the potential penalties, compliance with this Policy is absolutely mandatory. Individuals also may be prohibited from serving as directors or officers of the Company or any other public company. Keep in mind that there are no limits on the size of a transaction that will trigger insider trading liability; relatively small trades have in the past occasioned SEC investigations and lawsuits.

Legal Penalties. A person who violates insider trading laws by engaging in transactions in a company's securities when he or she has material non-public information can be sentenced to a substantial jail term and required to pay a penalty of several times the amount of profits gained or losses avoided. In addition, a person who tips others may also be liable for transactions by the tippers to whom he or she has disclosed material non-public information. Tippers can be subject to the same penalties and sanctions as the tpees, and the SEC has imposed large penalties even when the tipper did not profit from the transaction. The SEC can also seek substantial penalties from any person who, at the time of an insider trading violation, "directly or indirectly controlled the person who committed such violation," which would apply to the Company and/or management and supervisory personnel.

Company-imposed Penalties. An individual who violates this Policy may be subject to disciplinary action by the Company, including dismissal or removal for cause.

#### G. Additional Guidelines

The Company considers it improper and inappropriate for those employed by or associated with the Company to engage in short-term or speculative transactions in the Company's securities or in other transactions in the Company's securities that may lead to inadvertent violations of the insider trading laws. It therefore is the Company's policy that any persons covered by this Policy may not engage in any of the following transactions (even if they do not possess material non-public information):

Short Sales. You may not engage in short sales of the Company's securities (sales of securities that are not then owned), including a "sale against the box" (a sale with delayed delivery). Short sales of Company securities may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of Company securities are prohibited.

Publicly Traded Options. You may not engage in transactions in publicly traded options related to the Company's securities, such as puts, calls and other derivative securities, on an exchange or in any other organized market. Given the relatively short term of publicly traded options, transactions in options related to the Company's securities may create the appearance that you are trading based on material non-public information and focus your attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in publicly traded options related to the Company's securities on an exchange or in any other organized market are prohibited by this Policy.

Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit you to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks

and rewards of ownership. When that occurs, you may no longer have the same objectives as the Company's other stockholders. Therefore, you are prohibited from engaging in any such transactions.

Margin Accounts and Pledges. Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. A margin or foreclosure sale that occurs when you are aware of material non-public information may, under some circumstances, result in unlawful insider trading. Therefore, you are prohibited from holding Company securities in margin accounts or pledging Company securities as collateral for a loan.

## **Section 2: Additional Restrictions Applicable to Directors, Officers and Designated Employees**

Section 2 of this Policy imposes additional restrictions and applies to all directors and Officers of the Company and the employees described in Appendix A hereto ("Designated Employees"). This section of the Policy also applies to such persons' Family Members, household members and Controlled Entities.

### **A. Pre-Clearance**

OptimizeRx requires that all directors, Officers and Designated Employees, as well as their respective Family Members, household members and Controlled Entities, obtain prior written approval from the Compliance Committee (which approval may include an email confirmation) before engaging in any transaction in Company securities. A request for pre-clearance should be submitted to the Compliance Committee at least two business days in advance of the proposed transaction. The Compliance Committee is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction. If a person seeks pre-clearance and permission to engage in the transaction is denied, then he or she should refrain from initiating any transaction in Company securities, and should not inform any other person of the restriction. If approved, the transaction must be completed within five business days, but in no event after the commencement of a blackout period. If the transaction does not occur during the five business day period, pre-clearance of the transaction must be re-requested. A form of "Request for Approval" is attached as Appendix B hereto and should be used to request approval hereunder, unless otherwise notified by a member of the Compliance Committee. *All pre-clearance requests should be emailed to the Compliance Committee at [preclearance@optimizerrx.com](mailto:preclearance@optimizerrx.com).*

The Compliance Committee's approval of a transaction submitted for pre-clearance does not constitute legal advice, does not constitute confirmation that you do not possess material non-public information and does not relieve you of any of your legal obligations.

A member of the Compliance Committee may not trade in our securities unless another member of the Compliance Committee has approved the trade(s) in accordance with this Policy's procedures.

### **B. Use of Rule 10b5-1 Plans**

Directors, Officers and Designated Employees, as well as their respective Family Members, household members and Controlled Entities, who wish to trade in Company securities are strongly encouraged to trade such securities pursuant to a Rule 10b5-1 Plan. See Section 1E above.

## **Section 3: Additional Requirements Applicable to Directors and Officers**

Directors and Officers of the Company (the "Section 16 Insiders") are also subject to the reporting and short-swing profit rules under Section 16 of the Exchange Act.

#### A. Reporting Requirements

Section 16(a) requires the directors and Officers of the Company to file reports with the SEC that identify their beneficial ownership of the Company's equity securities and any transactions they make in those securities. A Form 3 must be filed no later than the tenth (10th) calendar day after an individual becomes a director or Officer of the Company, and any subsequent change in beneficial ownership by a Section 16 Insider must, unless exempt from reporting or eligible for deferred reporting, be reported on a Form 4 filed within two business days. These reports must be filed with the SEC via EDGAR and are therefore immediately publicly available upon filing. Section 16(a) imposes the obligation to file ownership reports with the SEC on the individual insiders, not on the Company. However, the Company must disclose any delinquent Section 16 filers in its annual proxy statement and identify the trading information that was not properly filed. While it is not the Company's obligation to do so, it is the Company's practice to assist each of its Section 16 Insiders in filing their Section 16(a) reports. In order to facilitate timely compliance, a Section 16 Insider (or his or her broker) must immediately report (no later than the same day such Section 16 Insider engages in the transaction) detailed trade information, in writing, to Company's General Counsel and Chief Financial Officer for all transactions made in Company securities by such insider, any family members, household members and entities that such insider controls. Although it is the individual responsibility and legal obligation of each director and Officer to comply with the reporting requirements described herein, the Compliance Officers will, upon being advised of a transaction, endeavor to prepare and, pursuant to a power of attorney, timely file Section 16(a) reports on behalf of each Section 16 Insider. A power of attorney (the "POA") that authorizes Company personnel to prepare, complete and file Section 16(a) reports, and otherwise act on a Section 16 Insider's behalf regarding Section 16(a) reports, is attached hereto as Appendix C. Section 16 Insiders who would like the Company to assist them with their Section 16(a) reports should sign the POA and return it to the Company's General Counsel and Chief Financial Officer.

In addition to the disclosure requirements imposed by Section 16 of the Exchange Act, directors and Officers of the Company are required to file a Form 144 before making an open market sale of OptimizeRx securities. Form 144 notifies the SEC of your intent to sell OptimizeRx securities. This form is generally prepared and filed by your broker.

#### B. Short-Swing Profit Rules

Section 16(b) provides for the recovery of "short-swing" profits from a Section 16 Insider resulting from certain transactions in Company securities "beneficially owned" by them. Specifically, a Section 16 Insider is required by law to turn over to the Company any "profit" realized upon a purchase followed by a sale, or a sale followed by a purchase, of any equity security of the Company that is beneficially owned by him or her and made within a period of less than six months. A profit may result even if the purchase and sale involve different types of equity securities. Moreover, any sale or purchase may be matched with any purchase or sale within the period such that there may be recoverable "profit" even if there has been no economic benefit to the individual in question. The good faith of a director or Officer is irrelevant to whether recovery is required under Section 16.

Transactions in the Company's securities by persons related to a Section 16 Insider (e.g., spouse, children, grandchildren and in-laws), or by entities in which he or she may have an indirect interest (e.g., partnerships, corporations and trusts) may be attributed to the Section 16 Insider. Accordingly, such related persons or entities should be advised not to engage in trades within six months of trades engaged in by the Section 16 Insider, or engaged in by each other, without considering the implications of the short-swing profit rules.

Approved and adopted: June 22, 2021

Amended: March 7, 2023



## **Appendix A**

### **DESIGNATED EMPLOYEES**

Our current Designated Employees for purposes of our Insider Trading Policy are on file with the Compliance Committee. The Compliance Committee may alter the list of Designated Employees at any time, in which case the Compliance Committee will provide written notice to any individuals added or removed from such list.

**Appendix B**

**REQUEST FOR APPROVAL TO TRADE COMPANY SECURITIES**

Number of Securities (e. g., shares): \_\_\_\_\_

Type of Security [check all applicable boxes]

- Common stock
- Restricted stock
- Stock Option
- Debt Securities
- Other \_\_\_\_\_

Type of Transaction [check all applicable boxes]

- Stock option exercise (must complete applicable exercise form)
- Purchase
- Sale
- Gift (Name of Donnee)
- Rule 10b5-1 Plan (attach a copy of the 10b5-1 Plan to this request form)
- Sale under benefit plans
- Other \_\_\_\_\_

Broker Contact Information

Company Name \_\_\_\_\_  
Contact Name \_\_\_\_\_  
Telephone \_\_\_\_\_  
Fax \_\_\_\_\_  
Account Number \_\_\_\_\_  
Social Security or other Tax Identification Number \_\_\_\_\_

Status (check all applicable boxes and complete blanks)

- Employee – Citizenship \_\_\_\_\_, Country in which you are based \_\_\_\_\_
- Board Member

I am not currently in possession of any material non-public information relating to OptimizeRx Corporation. I hereby certify that the statements made on this form are true and correct. I have also discussed any questions I had with respect to OptimizeRx's insider trading policy and its applicability to the transactions contemplated hereby with a member of the Compliance Committee.

Signature \_\_\_\_\_ Print Name \_\_\_\_\_  
Date: \_\_\_\_\_ Telephone Number \_\_\_\_\_

(office use only)

Request Approved (transaction must be completed within 5 business days after approval)  
Request Denied  
Request Approved with the following modification:

\_\_\_\_\_

Signature & Date \_\_\_\_\_

## Appendix C

### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Marion Odence-Ford and Ed Stelmakh, individually, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of OptimizeRx Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, individually, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this \_\_\_ day of \_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name