

OPTIMIZE RX CORPORATION
Global Anti-Bribery and Anti-Corruption Policy

Introduction

OptimizeRx Corporation (“OptimizeRx”), is committed to conducting its business ethically and in compliance with all applicable laws and regulations governing its operations. Our continued success depends upon our reputation for professionalism and integrity, which requires us all to maintain high standards of ethical conduct in our operations in the United States and in other countries in which we have employees. One important aspect of the legal and regulatory environment applicable to our business is the laws designed to prevent bribery and corruption. OptimizeRx does not tolerate bribery or corruption and is committed to acting professionally, fairly, and with integrity in all of our business activities and relationships in keeping with the highest moral, legal and ethical standards

Scope

This Global Anti-Bribery and Anti-Corruption Policy (the “Policy”) applies to all of the officers, directors, and employees of OptimizeRx, as well as third-party agents, representatives, intermediaries, consultants, advisors, vendors, and suppliers acting directly or indirectly on behalf of OptimizeRx, to ensure compliance with all applicable anti-corruption and anti-bribery laws, regulations, and standards, including but not limited to the United States Foreign Corrupt Practices Act, as amended (“FCPA”), and related laws of other countries in which OptimizeRx has employees. OptimizeRx reserves the right to amend, rescind or replace this Policy at any time.

Policy Statement

The FCPA, and the laws of other countries where we have employees make it illegal to give, promise, or offer to give, money or anything of value – for example, cash, gifts, meals, hospitality or services, to any individual, business or government official, in an effort to influence official acts or decisions, or to obtain or retain business, or to secure any improper advantage (“Anti-Corruption Laws”). To be clear – while the FCPA prohibits bribery of government officials, other laws expand this prohibition to include individuals and businesses.

The FCPA also requires U.S. companies to keep accurate books and records and to maintain internal accounting controls to ensure that payments to third parties are accurately reflected in the applicable company’s books and records.

It is the policy of OptimizeRx to comply with Anti-Corruption Laws that prohibit bribery.

All employees, officers, directors, contract workers, temporary staff, consultants, agents and third-party intermediaries of OptimizeRx are prohibited from, directly or indirectly, offering, promising to pay, or authorizing the payment of money or anything of value to any individual, business or government official for the purposes of influencing official acts or decisions, or obtaining or retaining business, or securing any improper advantage.

Implementation

To implement the Policy described above, all directors, officers, employees, contract workers, temporary staff, and consultants of OptimizeRx, and all agents and third-party intermediaries acting on behalf of OptimizeRx are required to comply with the following:

DO	DON'T
<ul style="list-style-type: none"> • If engaging in any activities outside the United States, consult with the General Counsel to understand the applicability of the FCPA and other Anti-Corruption Laws. • Contact the General Counsel of OptimizeRx if a government official or any individual or business solicits something of value or if any doubt arises as to the propriety of proposed conduct. • Conduct business due diligence before hiring a third-party in connection with activities and transactions on behalf of OptimizeRx. Make sure that the third-party is informed about the FCPA and OptimizeRx's policies. • Properly and accurately account for all payments made on behalf of OptimizeRx. • Ensure that there is adequate supporting documentation for any payment to be reimbursed by OptimizeRx. • Be vigilant for signs that an improper payment has occurred or may occur. 	<ul style="list-style-type: none"> • Directly or indirectly, give or promise anything of value to any individual or business or government official for the purpose of obtaining or retaining business or gaining an improper business advantage. • Engage in any activities that would even give the appearance of an intention to violate the law or this Policy. • Assume a practice is acceptable because a competitor reportedly has done it. • Assume third parties will know the law or OptimizeRx's expectations in this area without being specifically made aware of this Policy. • Falsify any accounting records or documents relating to any transaction or take any other action that in any way may obscure or disguise the true nature of a transaction, payment, or activity. • Approve the reimbursement of any payment made by a third-party that would violate this Policy or that lacks adequate supporting documentation.

The following information is intended to assist you in understanding the difference between permissible business conduct and illegal behavior. It is not intended to provide exhaustive guidance or narrow your obligations under this Policy. If any doubt arises as to whether certain conduct is permissible under this Policy, you should contact the General Counsel before proceeding.

Identifying a "Government Official"

The term "government official," whether elected or appointed, means any person acting in an official capacity on behalf of a government of any country or any agency, department, political party, or instrumentality of such government or country, or any candidate for any such governmental position, and may also include any person acting in an official capacity on behalf of certain international agencies, such as the World Bank or the United Nations. It is important to note that officials of government-owned or government-operated businesses are considered to be government officials. For example, in many countries, some or all of the health care system is operated by the government. In such countries, doctors and other health care workers who would not normally be government officials in the United States may qualify as

“government officials” under the FCPA. You should consult with the General Counsel if any doubt exists as to whether an individual is a “government official” under the Anti-Corruption Laws.

Understanding What Constitutes Impermissible Payments

Anti-Corruption Laws prohibit giving or offering to give “anything of value” to any individual, business or government official in an effort to influence official acts or decisions, or to obtain or retain business, or to secure any improper advantage. Payments need not be in cash to be illegal. Over the years, many non-cash items have been the basis of bribery prosecutions, including gift certificates, travel expenses, golf outings, automobiles, and loans with favorable interest rates or repayment terms. There is no “minimum value” to which the FCPA does not apply. Thus, even very small gifts can violate Anti-Corruption Laws if the gift is provided for a corrupt purpose. Please note that the making or authorizing of an offer to make such payments is also illegal even if the offer is not accepted and no payment is ever made. Indirect payments made through agents, distributors, contractors, or other third parties also are prohibited. A person may not avoid liability by making a payment to an intermediary while knowing or ignoring signs that the intermediary will channel some or all of the payment for an impermissible purpose.

Specifically, the FCPA does allow for certain permissible payments to government officials. The FCPA permits “facilitating” payments, which are payments of small value to effect routine, non-discriminatory government actions (unrelated to the process of awarding business), such as obtaining visas or arranging for utility hook-ups, where the practice is usual or customary in the country concerned. However, determining what is a permissible “facilitating” payment under the FCPA involves difficult legal judgments, and such payments may still be illegal under local laws. **Therefore, OptimizeRx prohibits those acting on its behalf from making “facilitating payments,” unless such payments are specifically approved by the General Counsel.**

This Policy also permits certain expenditures, such as reimbursement for travel, meals, or lodging, for purposes of promoting, demonstrating, or explaining products or services, or executing or carrying out a contract, provided that the expenditures are reasonable and bona fide and are not made for the purpose of influencing any individual, business or government official’s decisions with respect to awarding or continuing business. All such expenditures must be reasonable in amount and may **only** be made only if approved by the General Counsel. In no event shall such payments be made if it is believed or suspected that making them will improperly influence any individual, business, or government official.

Due Diligence For Third-Party Intermediaries

OptimizeRx and each of its directors, officers or employees, may be liable for improper payments made by a third-party, such as a subcontractor, consultant, or agent, even if OptimizeRx does not actually know of the payment. For example, OptimizeRx may be deemed to have violated applicable Anti-Corruption Laws if a director, officer or employee had reason to know of an improper payment being made to an individual, business, or government official on OptimizeRx’s behalf.

The most important step that the OptimizeRx can take to protect itself from liability for improper payments made by third parties is to carefully screen any third-party intermediaries that will participate in our efforts to obtain business, or will interact with government officials or other customers or vendors on our behalf, and to identify and address in advance any red flags that a proposed relationship may raise. You should never enter into any relationships with a third-party without inquiry into a third-party’s background and reputation. If you have any questions about whether a third-party is subject to due diligence procedures, consult with the General Counsel.

Guidance on Providing/Receiving Gifts, Travel, Meals and Entertainment

OptimizeRx appreciates that the practice of giving business gifts or entertainment and extending hospitality vary between countries and regions, and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and proportionate, and the intention behind the gift should always be considered. Accordingly, Anti-Corruption Laws, specifically the FCPA, do not prohibit normal and appropriate gifts, hospitality and entertainment as outlined in the OptimizeRx's Employee Handbook. However, "anything of value" provided to an individual, business or government official must NOT be related to any decisions by the same individual, business or government official regarding whether, or on what terms, to award new business to, or continue business with a particular party, nor does it include any action taken by any individual, business or government official involved in the decision making process to encourage a decision to award new business to, or continue business with, a particular party. Any gifts or entertainment in excess of \$25.00 USD, whether or not reimbursed by OptimizeRx, must:

- Not be cash or a cash equivalent (e.g., gift cards or vouchers);
- **Be reasonable** and customary under the circumstances;
- Not be motivated by a desire to influence the individual, business or government official inappropriately;
- Be tasteful and commensurate with generally accepted standards for professional courtesy in the country where it is given
- Be provided openly and transparently in OptimizeRx's name;
- Be given in good faith and without expectation of reciprocity;
- Be provided in connection with a recognized gift-giving holiday or event in the case of gifts;
- Be provided in connection with a bona fide and legitimate business purpose in the case of hospitality and travel;
- Not be provided to any individual, business, government official or group of government officials with such regularity or frequency as to create an appearance of impropriety or undermine the purposes of this policy;
- Comply with the local laws and regulations that apply to government officials, including all Anti-Corruption Laws; and
- Be properly recorded.

Financial Records

The FCPA requires OptimizeRx to maintain books and records that, in reasonable detail, accurately and fairly reflect corporate transactions. The FCPA also requires OptimizeRx to establish a system of internal accounting controls to provide reasonable assurance that transactions are executed in accordance with management's authorization and are recorded properly. The books and records provision make it illegal to omit or misrepresent a payment or gift to a third party in OptimizeRx's financial records. As a result, even if a transaction is proper, a violation of the FCPA can occur if the details of that transaction are not recorded properly. Accordingly, all payments made by OptimizeRx or made by a third party and reimbursed by OptimizeRx must be supported by authentic receipts and must be described truthfully and accurately so as to ensure that all transactions are reflected properly in OptimizeRx's books and records.

Responsibility for Ensuring Compliance by Third Parties

Employees of OptimizeRx are expected to be diligent in their respective areas of focus in preventing violations of this Policy by those consultants, business partners, and other third parties who are performing services on behalf of OptimizeRx. When dealing with consultants or other business partners, employees of

OptimizeRx must be vigilant for signs that an improper payment has occurred or may occur. It is important to watch for “red flags” that suggest a violation has occurred or may occur in the future. Examples of red flags include, but are not limited to, the following:

- Activity takes place in a country or region known as a place where bribes are likely to be requested and accepted;
- OptimizeRx is using a smaller, less-established company to perform an activity rather than a large, international corporation with a well-established reputation for compliance;
- The third-party was recommended by a government official or is retained primarily for his/her connections to government officials;
- The third-party requests payment in advance or partial payment immediately prior to any decision or requests payment in cash or other unusual method of payment (*e.g.*, payment through an intermediary);
- Requests are made by the third-party to be reimbursed for unusual costs it incurs such as travel not authorized by OptimizeRx, entertainment (including dining), gifts, services, benefits, hiring of relatives, political or charitable contributions, or any other favor;
- Invoices for expenditures to be reimbursed by OptimizeRx lack detail (*e.g.*, “services rendered”), appear unofficial, or seem too expensive (*e.g.*, higher than published rates, higher than past charges, sudden unexplained increases, etc.);
- There are reports of suspicious, unethical, or unlawful conduct about the third party or any of the third -party’s agents or employees;
- The third-party is reluctant to act openly or makes efforts to hide the nature or extent of its interactions with OptimizeRx from government officials or vice versa;
- The third-party is using a shell or holding company that obscures ownership without credible explanation;
- The third-party requests or demands that OptimizeRx retain or use specific agents, vendors, or service providers;
- A proposed agent previously has been the subject of investigations or prosecutions;
- The third-party operates a business that seems understaffed, ill-equipped, or inconveniently located to support the proposed undertaking;
- The third-party becomes insolvent or has significant financial problems; and
- The third-party refuses to provide written assurances attesting to no improper payments.

Employees of OptimizeRx must follow the then-current on-boarding procedures of OptimizeRx when engaging or interacting with third-party consultants, service providers, or other business partners. You must consult with the General Counsel before making or authorizing any payment if a red flag exists or if it feels as if something is “not quite right.”

Reporting Possible Violations of Anti-Corruption Laws

All known or suspected violations of this Policy must be reported to the General Counsel. OptimizeRx will not tolerate threats or acts of retaliation against those who report a suspected violation of this Policy or against those who provide assistance to resolve a reported concern. Any individual who is found to have engaged in retaliation against a reporting person for raising a policy violation or for participating in the investigation of such a concern may be subject to disciplinary action, up to and possibly including termination of employment or termination of the business relationship with OptimizeRx, as applicable. Never hesitate to seek advice from the General Counsel and Chief Compliance Officer if questions arise under this Policy.

If you are unsure of what to do in a situation, you should seek additional guidance or information before you act. If something seems unethical, improper and in violation of this Policy, or if you have questions regarding the best course of action, you should promptly contact any of the following:

- Your supervisor
- Human Resources Business Partner
- General Counsel
- OptimizeRx's internal Whistleblower Hotline: whistleblowerhotline@optimizerx.com or <https://www.whistleblowerservices.com/OPRX>

Consequences for Failure to Follow Policy

Any employee, contract worker, temporary staff, consultant, agent or third-party intermediary acting on behalf of OptimizeRx who violates the Anti-Corruption Laws could be required to pay a substantial fine out of personal funds, face disciplinary action by OptimizeRx, up to and possibly including termination, and may be subject to criminal prosecution. For example, the FCPA provides for both civil and criminal penalties, including individual fines up to \$100,000, corporate fines up to \$2 million, and up to five years' imprisonment. Monetary penalties can be increased to twice the gross gain obtained from the offense. Other possible penalties that OptimizeRx could face include debarment from government contracts, denial of export privileges, and ineligibility for government programs.

Additional Information

Each employee, contract worker, temporary staff, consultant, and agent of OptimizeRx is required to follow this Policy and comply with applicable laws and regulations. If you have any questions concerning this Policy or what laws and regulations apply to you, you should contact the General Counsel.

Approved and adopted: June 22, 2021