

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER
OF
OPTIMIZERX CORPORATION**

(Amended and Restated as of June 22, 2021)

MEMBERSHIP

The Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of OptimizeRx Corporation (the “Company”) shall consist of two or more directors.

Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market, Inc.

The members of the Committee shall be appointed by the Board. One member of the Committee shall be appointed as chairperson by the Board. The chairperson will chair all meetings of the Committee. Each member shall serve until his or her successor shall be appointed and qualified or until his or her resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall have the authority to fill vacancies or add additional members to the Committee.

PURPOSE

The purpose of the Committee is to: (i) carry out the responsibilities delegated by the Board relating to the Company’s director nominations process, (ii) develop and assess the Company’s corporate governance policies, (iii) review the Company’s strategies, activities, and policies regarding environmental, social, and governance (“ESG”) matters, and (iv) provide oversight for the evaluation of the performance of the Board and its committees.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

(a) To periodically make recommendations to the Board regarding the size and composition of the Board.

(b) To develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board.

(c) To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board, including those recommended by stockholders on a substantially similar basis as it considers other nominees. In that connection, the Committee may establish procedures, from time to time, regarding stockholder submission of candidates.

(d) To review and make recommendations to the full Board whether members of the Board should stand for re-election.

(e) To recommend to the Board director nominees to fill vacancies on the Board, as necessary, and director nominees for stockholder approval at each annual or any special meeting of stockholders at which one or more directors are to be elected.

- (f) To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.
- (g) To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to periodically review and assess the Company's corporate governance guidelines and recommend to the Board any proposed changes to the Company's corporate governance guidelines, and to oversee the Company's corporate governance practices, including periodically reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.
- (h) To review the Company's strategies, activities, and policies regarding ESG matters and make recommendations to the Board.
- (i) To develop a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- (j) To develop and oversee director orientation and continuing education programs.
- (k) To annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter.
- (l) To make an annual performance evaluation of the Committee.
- (m) Any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members or governance matters.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to a director search firm, outside legal counsel and any other advisors.

STRUCTURE AND OPERATIONS

The Committee shall meet at least once a year and at such other times as it deems necessary to fulfill its responsibilities. Subject to the foregoing, the chairperson will, in consultation with Committee members and members of management, determine the frequency and length of Committee meetings and develop the Committee's agenda for each meeting. The Committee will cause to be kept adequate minutes of all of its proceedings, and shall report regularly to the Board regarding its actions. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephonic or electronic communications), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.