

**OPTIMIZERX CORPORATION**  
**REGULATION FD POLICY**

**Introduction**

OptimizeRx Corporation (the “Company” or “OptimizeRx”) is committed to fair disclosure of information about the Company without advantage to any particular analyst or investor, consistent with the Securities and Exchange Commission's Fair Disclosure Regulation (“Regulation FD”). Regulation FD prohibits the selective disclosure of material non-public information to certain Enumerated Persons (defined below). The regulation is intended to eliminate situations in which a company may disclose important non-public information to securities analysts or selected institutional investors, before disclosing the information to the general public.

Regulation FD requires that, whenever the Company (or a person acting on its behalf) intentionally discloses material non-public information to certain specified persons (including broker-dealers, analysts and securityholders), the Company must *simultaneously* disseminate the information to the public in a manner consistent with Regulation FD. If the Company learns that it (or certain persons acting on its behalf) has unintentionally disclosed material non-public information, the Company must publicly disseminate the information *promptly*. Promptly is defined as soon as reasonably practicable (but in no event after the later of 24 hours or the commencement of the next day's trading on the New York Stock Exchange) after a senior official of the Company learns of the non-intentional disclosure.

The purpose of this Policy is to provide clear guidelines and procedures for receiving external requests for, and making disclosure of, material information in order to promote the Company's goal of providing accurate and timely communications on a broadly disseminated basis in compliance with Regulation FD.

**Scope**

***Persons Covered.*** This Policy applies to all directors and employees of the Company and its subsidiaries.

***Communications Covered.*** This Policy covers all communications made on behalf of the Company. The following is a non-exclusive list of some examples of communications covered by this Policy:

- speeches, interviews, industry and investor conferences, meetings and conventions;
- news and earnings releases and related conference calls;
- letters to stockholders;
- providing guidance as to the Company’s operating performance or financial performance;
- oral statements made or presentations provided, in group and individual meetings, with investors or financial analysts;
- phone calls with financial analysts or investors;
- reviewing analyst reports related to the Company;
- analyst and investor visits; and
- social media communications, including through Twitter, Facebook, YouTube and corporate blogs.

## **Definitions**

***Authorized Spokesperson.*** Authorized Spokesperson means any of the following:

- the Chief Executive Officer;
- the President;
- the Chief Financial Officer;
- the General Counsel;
- the Chief Commercial Officer; and
- other members of senior management, but only when specifically authorized in writing by the Chief Executive Officer or the Chief Financial Officer.

***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.

While it is not possible to provide a complete list of information that could be considered “material,” examples include (but are 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 a filing with the Securities and Exchange Commission (“SEC”)). 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.

Questions as to whether information is material or non-public, and any other questions relating to this Policy, should be directed to the General Counsel.

## **Authorized Spokespersons**

Only an Authorized Spokesperson is authorized to speak on behalf of the Company to broker-dealers, analysts, securityholders and any other Enumerated Persons (as described below). To the extent practicable, Authorized Spokespersons should contact the General Counsel before having conversations with any Enumerated Persons in order to review as much of the substance of the intended communication as possible, including pre-written speeches, written statements, slides and other prepared materials. It is important that the General Counsel have knowledge of the information being disseminated by Authorized Spokespersons to facilitate the Company's compliance with applicable legal and regulatory requirements in its external communications.

Statements made by any other individuals are the personal views of those individuals and are not to be considered as the Company's statements.

Inquiries from analysts, securityholders and other Enumerated Persons received by any director or employee other than an Authorized Spokesperson as expressly defined above should be forwarded to the Chief Executive Officer, Chief Financial Officer or the General Counsel. **Under no circumstances should any attempt be made to handle these inquiries without prior authorization from an Authorized Spokesperson.**

## **Enumerated Persons Subject to Regulation FD Disclosure Requirements**

Regulation FD prohibits selective disclosure to certain specified persons, including:

- Broker-dealers and their associated persons, including investment analysts.
- Investment advisers, certain institutional investment managers and their associated persons.
- Investment companies, private funds, and their affiliated persons.

Selective disclosure is also prohibited if made to any securityholder under circumstances in which it is reasonably foreseeable that the securityholder would purchase or sell the Company's securities on the basis of the information.

The persons noted above are collectively referred to as “**Enumerated Persons.**”

Communications in the ordinary course of business with customers, suppliers or strategic partners are not covered by Regulation FD. However, as it is difficult to know whether a customer, supplier or strategic partner may also be a holder of the Company's securities, this Policy requires that all material non-public information be communicated in accordance with this Policy.

## **Timing of Public Disclosure of Material Non-Public Information**

Any time an Authorized Spokesperson determines to disclose or discuss non-public Company information with anyone who is or might be an Enumerated Person, the Authorized Spokesperson should consult, in advance, with the General Counsel to determine whether the information is material. If the determination is made that the information to be disclosed is material, the information must be disclosed prior to or simultaneously with the planned discussion by a method of communication that is compliant with Regulation FD.

If any Authorized Spokesperson or other employee of the Company becomes aware of a possible unintentional disclosure of material non-public information about the Company to an Enumerated Person,

he or she shall immediately inform the General Counsel to permit prompt public disclosure of such material non-public information, in accordance with Regulation FD and other applicable law.

Authorized Spokespersons may disclose material non-public information about the Company (i) for legitimate business purposes to persons who owe a duty of trust or confidence to the Company (e.g., attorneys or accountants) and (ii) for legitimate business purposes to persons who have expressly agreed with the Company in writing to keep the Company's information confidential, such as potential customers and vendors, and not to transact in the Company's securities on the basis of such information. Prior to disclosing such material non-public information, an Authorized Spokesperson must confirm with the General Counsel that the person to whom disclosure is being made is a permitted recipient as set forth above.

### **Methods of Public Disclosure of Information**

To satisfy the public disclosure requirement under Regulation FD, the Company may disclose information through any of the following methods:

- filing or furnishing a Form 8-K;
- distributing a press release through a widely disseminated news or wire service;
- making an announcement on a conference call or at a webcast event (such as an analyst or investor conference or conference call) to which the public has been provided adequate advance notice and access; and
- disclosing through any other method (or combination of methods) of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public.

### **Communication Policies**

*The Company's policies on the communication of material non-public information, which are set forth below, are designed to comply with Regulation FD and to provide, where determined appropriate by management or where required by applicable law, for the broad, non-exclusionary dissemination of material non-public information.*

***Quarterly Earnings Releases and Related Earnings Calls.*** The Company will issue a press release disclosing its quarterly results for each quarter and fiscal year. These press releases will be broadly disseminated by a reputable news or wire service and also furnished to the SEC on Form 8-K. The form and substance of each earnings release will be approved prior to release in accordance with procedures separately developed for that purpose, including the Company's disclosure controls and procedures.

The Company may conduct a public earnings call following each such press release. The Company will provide advance public notice in a press release and/or other method of communication that is compliant with Regulation FD of each scheduled earnings call to discuss the announced results, giving the time and the date of the earnings call, and instructions on how to access the call. The earnings call will be held in an open manner, permitting interested persons to listen in by telephone. Senior management may allow a limited group to ask questions of management on the earnings call, so long as all listeners can hear the questions and answers.

Following the earnings call, an audio recording, including the questions and answers, of the earnings call will be (i) posted on OptimizeRx's website and made available through a toll-free telephone number as

soon as is reasonably practicable, and (ii) maintained there for a reasonable period of time thereafter, as determined by management.

**Guidance.** The Company may, in conjunction with its quarterly or annual public announcement of earnings, provide guidance regarding expected future financial performance (or updates to previous guidance). Guidance and updates to guidance will only be provided by a method of communication that is compliant with Regulation FD.

Authorized Spokespersons should not reaffirm, clarify or update any earnings guidance or other information given in the Company's publicly disclosed documents, unless such update shall have been previously publicly disclosed. In response to any question about the Company's guidance, Authorized Spokespersons should say that it is the Company's policy not to comment on guidance during the quarter. If any Enumerated Person inquires as to the reliability of a previously publicly disseminated projection, the Authorized Spokesperson should follow the "no comment" policy.

**Securities Firm-Sponsored and Other Investor Conferences.** The Company may participate in securities firm-sponsored and other investor conferences from time to time. The script and/or presentation materials for such events should be reviewed and approved by the General Counsel. The presenting Authorized Spokesperson should adhere to the script and not disclose any material non-public information about OptimizeRx during any "break out" or question and-answer sessions. Should the Company decide to intentionally disclose material, non-public information at any securities firm-sponsored or other investor conferences, it shall do so only to the extent it simultaneously publicly discloses the information in the presentation by a method of communication that is compliant with Regulation FD.

If it is determined that material non-public information may have been disclosed unintentionally during the conference, the General Counsel should be notified immediately to permit prompt public disclosure of such material non-public information, in accordance with Regulation FD and other applicable law.

**Analyst and Investor Meetings.** Authorized Spokespersons may respond to inquiries from, meet with, or conduct calls with, market professionals. Planned conversations must include at least one Authorized Spokesperson and should, if practicable, include a second person. Only previously publicly disclosed or immaterial background information shall be communicated.

**Analyst Models and Reports.** If an Authorized Spokesperson wishes to review and discuss an analyst report or earnings model with an analyst, he or she may discuss the report or model only to correct (i) errors that can be corrected by referring to publicly available information and (ii) mathematical errors.

**Media Communications.** Although the Company recognizes that Regulation FD does not apply to communications with the media, it is the Company's policy not to disclose material information to the media unless it has been previously disclosed in accordance with Regulation FD.

**Use of Social Networks.** Use of social networks, including corporate blogs, employee blogs, chat boards, Facebook, LinkedIn, Twitter, YouTube and any other non-traditional means of communication, to disclose material, non-public information may be considered selective disclosure and therefore under this Policy is not permitted and would constitute a violation of this Policy.

**Rumors: No Comment Policy.** The Company will not comment on market rumors in the normal course of business. When it is learned that rumors about the Company are circulating, Authorized Spokespersons should state only that it is Company policy to not comment on rumors.

### **Monitor Trading**

The trading activity of Company stock will be generally monitored by management for unusual trading activity. Unusual trading volume or price swings may indicate the inadvertent disclosure of material information that may need to be remedied by a press release.

### **Violation of this Policy**

Any violation of this Policy by a director or employee shall be brought to the attention of the General Counsel and may constitute grounds for disciplinary action, including a termination of service. Violations of Regulation FD are subject to SEC enforcement actions, which may include an administrative action seeking a cease-and-desist order, a civil action against the Company or an individual seeking an injunction and/or civil monetary penalties.

Approved and adopted: June 22, 2021