

## **OPTIMIZERX CORPORATION**

### **CLAWBACK POLICY**

The Board of Directors (the “Board”) of OptimizeRx Corporation (the “Company”) has determined that it is in the best interests of the Company to adopt a Clawback Policy (this “Policy”) that would allow the Company to recoup Performance-Based Compensation paid to Executive Officers in the circumstances set forth below.

#### **1. Definitions**

“*Executive Officer*” shall mean any current or former officer of the Company who is (or was) designated by the Company as a Section 16 officer under the Securities Exchange Act of 1934, as amended.

“*Performance-Based Compensation*” shall mean all annual incentives and long-term incentives, whether paid in cash or in equity, where the amount, payment and/or vesting thereof was calculated based wholly, or in part, on the application of objective financial performance measures.

#### **2. Financial Restatement.**

If the Board determines that an Executive Officer has engaged in fraud, willful misconduct or gross negligence that directly caused or otherwise materially contributed to the need for a restatement of the Company’s financial results due to material noncompliance with any financial reporting requirement under the federal securities laws, the Board will review all Performance-Based Compensation received by such Executive Officer during the completed fiscal year immediately preceding the date on which the Company is required to prepare such restatement.

If the Board determines, in its reasonable discretion, that any such Performance-Based Compensation would not have been paid, awarded or vested or would have been at a lower amount had it been based on the restated financial results, the Board may seek recoupment from such Executive Officer of the portion of such Performance-Based Compensation that is greater than that which would have been paid, awarded or vested had such compensation been calculated on the basis of the restated financial results. If the Board cannot determine the amount of excess Performance-Based Compensation received by such Executive Officer directly from the information in the restatement, then it will make its determination based on a reasonable estimate of the effect of the restatement. The Board has the sole discretion to determine the form and timing of the recovery, which may include repayment, forfeiture and/or an adjustment to future Performance-Based Compensation payouts or awards.

This Policy shall not apply to restatements that the Board determines are required or permitted under generally accepted accounting principles in connection with the adoption or implementation of a new accounting standard or caused by the Company’s decision to change its accounting practices as permitted by applicable law.

#### **3. Procedure**

Before the Board determines to seek recovery pursuant to this Policy, it shall provide to the applicable Executive Officer(s) written notice and the opportunity to be heard at a meeting of the Board (which may be in person or telephonic as determined by the Board).

If the Board determines to seek a recovery pursuant to this Policy, it shall make a written demand of repayment from the Executive Officer and, if the Executive Officer does not within a reasonable time tender repayment in response to such demand, and the Board determines that the Executive Officer is not likely to do so, the Board may seek a court order against the Executive Officer for such repayment.

**4. Policy Not in Limitation**

The remedies under this Policy are in addition to, and not in lieu of, any legal and equitable claims available to the Company. This Policy shall in no way be construed or interpreted as limiting the Company's legal rights or ability to recover compensation for these or other actions or events based on the conduct of an Executive Officer. Remedies provided in this Policy are not exclusive and shall be considered and applied separately as determined by the Board in its sole discretion.

This Policy will be applied in accordance with applicable laws, rules and regulations and will also require (and will not be deemed to limit) the forfeiture and/or recoupment of any compensation as mandated by applicable laws, rules and regulations, even if not expressly otherwise required herein.

The adoption of this Policy does not mitigate the effect of any forfeiture, recoupment or similar terms in any compensation plan, equity award agreement, change in control agreement, employment agreement or similar arrangement in effect prior to or after the date this Policy was adopted. In the event of any inconsistency between this Policy and the terms of any such compensation arrangement, then the Board shall have full discretion to apply the conditions of either this Policy or such compensation arrangement.

**5. Effective Date**

This Policy shall be effective as of the date it is adopted by the Board as provided below and shall apply to any Performance-Based Compensation approved, awarded or granted to an Executive Officer on and after that date.

**6. Administration**

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee.

Any determination of the Board shall be conclusive and binding on the Company and the applicable Executive Officer(s). The Board's determinations under this Policy need not be uniform with respect to any Executive Officer.

Approved and adopted: May 5, 2021