

OPTIMIZERX CORPORATION

BOARD CONFIDENTIALITY POLICY

Consistent with their fiduciary and other legal duties to OptimizeRx Corporation (the “Company”), members of the Board of Directors (the “Board”) shall protect and hold confidential all Confidential Information obtained through their position as director, absent the express permission of the Board, the Chairperson of the Board or the Chief Executive Officer to disclose such information. As used in this policy, “Confidential Information” is all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company, including but not limited to:

- non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed;
- non-public information about the Company's financial condition, business plans or prospects, marketing and sales programs or plans, research and development information, trade secrets, proprietary information, leases, compensation and benefit information, cost and pricing information, information technology, customer contacts, information about the Company’s customers, suppliers or other third parties under restrictions against disclosure, and information relating to potential transactions, mergers and acquisitions, stock splits and divestitures; and
- non-public information respecting the proceedings of the Board and its committees, including information concerning discussions and deliberations between and among directors, officers and employees relating to business issues and decisions involving the Company, either preliminary or final.

In keeping with their confidentiality obligations, directors are to avoid the improper use of Confidential Information and therefore:

- directors shall only use Confidential Information for the benefit of the Company, and not for personal benefit or the benefit of other persons or entities; and
- directors shall not disclose Confidential Information to any other person or entity, either during or after his or her service as a director of the Company, except with the written permission of the Board, the Chairperson of the Board or the Chief Executive Officer.

Notwithstanding any other provision of this policy, nothing in this policy shall (a) prohibit a current or former director from making any disclosure to a third party that is required by applicable law, in which event the director shall give notice to the Board, the Chairperson of the Board and/or the Chief Executive Officer a reasonable time in advance of any such anticipated disclosure, consult with the Company on the advisability of taking legally available steps to resist or narrow such disclosure and assist the Company, at the Company’s expense, in taking such steps; (b) prohibit a current or former director from discussing Confidential Information with such director’s personal counsel to get legal advice from such counsel with the understanding from such counsel that he or she shall maintain the confidentiality of such Confidential Information; (c) prevent a director from trading in the securities of the Company in accordance with applicable law, during a window period where such trading is permitted pursuant to the Company’s policy on insider trading; or (d) prevent a director from employing the knowledge gained from mental impressions of Confidential Information in his or her current or future profession.

Pursuant to this policy, no person may stand for election to, or be elected to, the Board who shall have made, or be making improper or unlawful use of the Company’s Confidential Information.

Approved and adopted: June 22, 2021