

OPTIMIZERX CORPORATION

RELATED PERSON TRANSACTION POLICY

PURPOSE

OptimizeRx Corporation (“OptimizeRx”) is committed to managing the heightened risks of actual or perceived conflicts of interest that could damage the reputation of and public trust in OptimizeRx and its subsidiaries (collectively, the “Company”).

The Company recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions among stockholders as to whether those transactions are consistent with the best interests of the Company. Nevertheless, the Company recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company including, but not limited to, situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the controls and procedures set forth below for the review and consideration of all Related Person Transactions.

The requirements and procedures set forth in this Policy are non-exclusive of and should be read in conjunction with other Company policies, codes, guidelines and procedures. As a general matter, when there is a conflict between internal policies, the more restrictive will govern.

KEY DEFINITIONS

“**Immediate Family Member**” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any person sharing your household (other than a tenant or domestic employee).

“**Related Person**” is:

- Any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer (as defined in Rule 3b-7 of under the Securities Exchange Act of 1934, as amended) of the Company;
- Any current nominee to become a director of the Company;
- Any stockholder that is known to beneficially own more than 5% of any class of the Company’s voting securities;
- Any Immediate Family Member of any of the persons identified above;
- Any entity in which any of the persons identified above is employed or occupies a similar position (other than solely as a director), including a general partner or principal of a partnership; and
- Any entity in which any of the persons identified above has a direct or indirect ownership interest (including limited partnership interest) in such entity that, when aggregated with the ownership interests of all the persons identified above, amounts to a 10% or greater ownership interest.

“**Transaction**” is any proposed or current financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships, in which the Company is a participant and the amount involved exceeds \$120,000.

“Related Person Transaction” is any Transaction in which a Related Person has or will have a direct or indirect material interest. Any material amendment or modification of a Related Person Transaction shall constitute a separate and distinct Related Person Transaction.

POLICY

1. It is the Company’s policy to enter into or ratify Related Person Transactions only when it is determined that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its stockholders.

2. It is the responsibility of the Audit Committee (the “Committee”) of the Board of Directors to review Related Person Transactions and approve, ratify, revise or reject Related Person Transactions in accordance with this Policy.

3. It is the responsibility of each Related Person to report potential Related Person Transactions to the General Counsel. It is the responsibility of any employee who suspects a Transaction may involve a Related Person to report the potential Related Person Transaction to the General Counsel. The General Counsel shall determine whether any Transaction reported constitutes or is reasonably likely to constitute a Related Person Transaction and shall refer such Transactions to the Committee for review.

4. In determining whether to approve or ratify a Related Person Transaction, the Committee may consider all facts and circumstances that it deems appropriate, including:

- information provided in the annual director and officer questionnaires;
- the aggregate dollar amount of the proposed Transaction;
- the approximate amount of the Related Person’s interest in the proposed Transaction, without regard to the amount of any projected profit or loss;
- whether the proposed Transaction would occur in the ordinary course of business of the Company;
- the purpose and benefits of the proposed Transaction to the Company;
- if the Related Person is a director, the potential impact of the proposed Transaction on such director’s independence;
- the terms and conditions of the proposed Transaction;
- terms and conditions available to unrelated third parties in arms-length negotiations in respect of similar transactions; and
- any other information regarding the proposed Transaction or the Related Person in the context of the proposed Transaction that would be material to stockholders and investors in light of the circumstances of the proposed Transaction.

5. If a Related Person Transaction directly or indirectly involves a director or an Immediate Family Member of a director, such director may not participate in the deliberations or vote respecting such transaction, except that such director shall provide all material information concerning the Related Person Transaction to the Committee. If the director is also a Committee member, such director may be counted in determining the presence of a quorum at a meeting of the Committee at which the potential Transaction is considered.

6. If the Company becomes aware of a Related Person Transaction that has not been previously approved or ratified under this Policy, the matter shall be reviewed by the Committee as soon as reasonably practicable, and, if appropriate and advisable, the Committee may ratify such Related Person Transaction. If the Committee declines to ratify such Related Person Transaction, the Company shall use commercially

reasonable efforts to terminate the Company's participation in the Related Person Transaction as soon as practicable.

7. The Committee shall conduct, at least annually, a review of all Related Person Transactions that are ongoing or were approved or ratified by the Committee during the year. In addition, the Committee may, from time to time in its discretion, periodically review any previously approved or ratified Related Person Transaction to determine whether it is in the best interests of the Company and its stockholders to continue, modify or terminate such Related Person Transaction.

8. Standing Pre-Approval for Certain Transactions. The Committee has determined that each of the following transactions involving a Related Person shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved exceeds \$120,000:

(a) *Compensation of executive officers.* Compensation paid by the Company to an executive officer solely with respect to his or her employment relationship with the Company, as long as the executive officer is not an Immediate Family Member of another executive officer, director, or nominee for director of the Company, and the Compensation Committee has approved such executive officer's compensation.

(b) *Director compensation.* Any compensation or benefits paid to a director solely for service as a director of the Company, if the Compensation Committee has approved, or recommended to the Board for approval, such compensation or benefits.

(c) *Transactions where all stockholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of a class of the Company's equity securities and all holders of that class of equity securities received the same benefit on a pro rata basis (e.g., dividends).

(d) *Transactions involving competitive bids.* Any Transaction involving a Related Person where the rates or charges involved are determined by competitive bids.

(e) *Regulated transactions.* Any Transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

(f) *Certain banking-related services.* Any Transaction with a Related Person involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

DISCLOSURE

The Company shall disclose all Related Person Transactions to the extent required by applicable law in reports or other filings with the Securities and Exchange Commission ("SEC"). The review, approval or ratification of a Transaction pursuant to this Policy is not, in and of itself, determinative as to whether such Transaction is required to be disclosed in the Company's filings with the SEC.

Approved and adopted: June 22, 2021