

OPTIMIZERX CORPORATION

EXECUTIVE OFFICER AND NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP GUIDELINES

Board of Directors (the “Board”) of OptimizeRx Corporation (the “Company”) believes that in order to further align the long-term interests of the Company’s stockholders and management, the Company’s Executive Officers (defined below) and non-employee directors should maintain a specified level of ownership in the Company’s common stock. Therefore, the Board has adopted the following formal stock ownership guidelines (the “Ownership Guidelines”) for the Company’s Executive Officers and non-employee directors. These Ownership Guidelines shall be administered by the Compensation Committee (the “Committee”) of the Board.

Executive Officer Stock Ownership Guidelines:

For purposes of these Ownership Guidelines, the “Executive Officers” of the Company include the following:

- the Chief Executive Officer (the “CEO”); and
- the Company’s officers other than the CEO who are designated by the Company as officers for purposes of Securities and Exchange Commission rules under Section 16 of the Securities Exchange Act of 1934, as amended (the “Other Executive Officers”).

Each Executive Officer is required, within five years from the later of (i) his or her date of hire or promotion or (ii) June 22, 2021 (the date of adoption of these Ownership Guidelines), to own shares of the Company’s common stock (as determined in accordance with the section entitled “Shares Included in Ownership Calculation” below) having an aggregate value at least equal to:

- Chief Executive Officer – Three (3) times his or her annual base salary; and
- Each of the Other Executive Officers – Two (2) times his or her annual base salary.

Once achieved, the guideline amount must be maintained at the level that pertains to an individual's then-current title for as long as the individual is subject to these Ownership Guidelines.

Until an Executive Officer has achieved the applicable guideline amount of share ownership, such Executive Officer is required to retain an amount equal to 50% of the net shares received as a result of any exercise, vesting or payment of any equity awards granted by the Company to such individual. “Net shares” are those shares that remain after shares are sold or withheld, as the case may be, to pay any applicable exercise price for the award and satisfy any tax obligations arising in connection with the exercise, vesting or payment of the award.

Non-Employee Director Stock Ownership Guidelines:

Each of the Company’s non-employee directors is required, within five years from the later of (i) his or her first election to the Board or (ii) June 22, 2021 (the date of adoption of these Ownership Guidelines), to own shares of the Company’s common stock (as determined in accordance with the section entitled “Shares Included in Ownership Calculation” below) having an aggregate value at least equal to three (3) times the amount of the annual cash retainer that the Company pays such director for regular service on the Board (not including any cash compensation paid for services as Chairperson or chair of a Board committee). Non-employee directors are subject to these Ownership Guidelines for as long as they continue to serve on the Board.

Until a director has achieved the applicable guideline amount of share ownership, such director is required to retain an amount equal to 50% of the net shares received as a result of any exercise, vesting or payment of any equity awards granted by the Company to such non-employee director.

Shares Included in Ownership Calculation:

For the purpose of determining stock ownership levels, the following forms of equity interests in the Company are included:

- Shares owned directly by the individual or his or her immediate family members residing in the same household;
- Shares held in a trust for the benefit of the individual or his or her immediate family members residing in the same household;
- Shares owned through savings plans or acquired through a Company sponsored employee stock purchase plan;
- Unvested time-based restricted stock held by the individual;
- Shares underlying unvested time-based restricted stock units held by the individual; and
- Shares, restricted stock and restricted stock units held by the individual in any Company sponsored deferred compensation plan.

For purposes of these Ownership Guidelines, shares underlying stock options, unvested performance-based restricted stock and shares underlying unvested performance-based restricted stock units will not be considered when determining an individual's stock ownership.

Hardship Exceptions:

There may be rare instances in which compliance with these Ownership Guidelines would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce settlement. In these instances, the Committee will evaluate whether exceptions from these Ownership Guidelines should be made. If an exception is granted in whole or in part, the Committee will, in consultation with the individual, develop an alternative stock ownership/holding plan that reflects both the intention of these Ownership Guidelines and the individual's particular circumstances. Any such granted exception and alternative stock ownership/holding plan shall be deemed to be consistent with these Ownership Guidelines and shall not be deemed a waiver.

Compliance:

The Committee shall be responsible for monitoring the application of these Ownership Guidelines. To determine compliance with the stock ownership guideline amounts of these Ownership Guidelines, a calculation will be made in January of each year based on the current salary or annual retainer and the value of the stock using the average closing price of the Company's common stock for the prior calendar year. Calculations shall be presented to the Committee for its review at its first regularly scheduled quarterly meeting for the year, or at such other time as the Committee chairperson requests. The Committee will also review compliance with the holding requirements of these Ownership Guidelines at the same meeting that compliance with the stock ownership guideline amounts is reviewed.

If an individual who has achieved compliance in any year falls below the applicable guideline amount in any subsequent year due solely to a decline in the value of the Company's common stock, he or she shall not be found to be noncompliant; however, such individual will be required to retain all shares then held (except for shares sold or withheld to pay any applicable exercise price or satisfy any tax obligations arising in connection with the exercise, vesting or payment of an equity award) until such time as the individual regains compliance with the applicable guideline amount.

The Committee has the discretion to enforce these Ownership Guidelines on a case-by-case basis. Failure to meet, or in unique circumstances, to show sustained progress toward meeting these Ownership Guidelines may be a factor considered by the Committee in determining future long-term incentive equity grants and/or appropriate levels of compensation.

Amendment:

The Committee may amend these Ownership Guidelines at any time and from time to time in its sole discretion.

Approved and adopted: June 22, 2021