

OptimizeRx to acquire Medicx Health



Medicx Organizational Overview

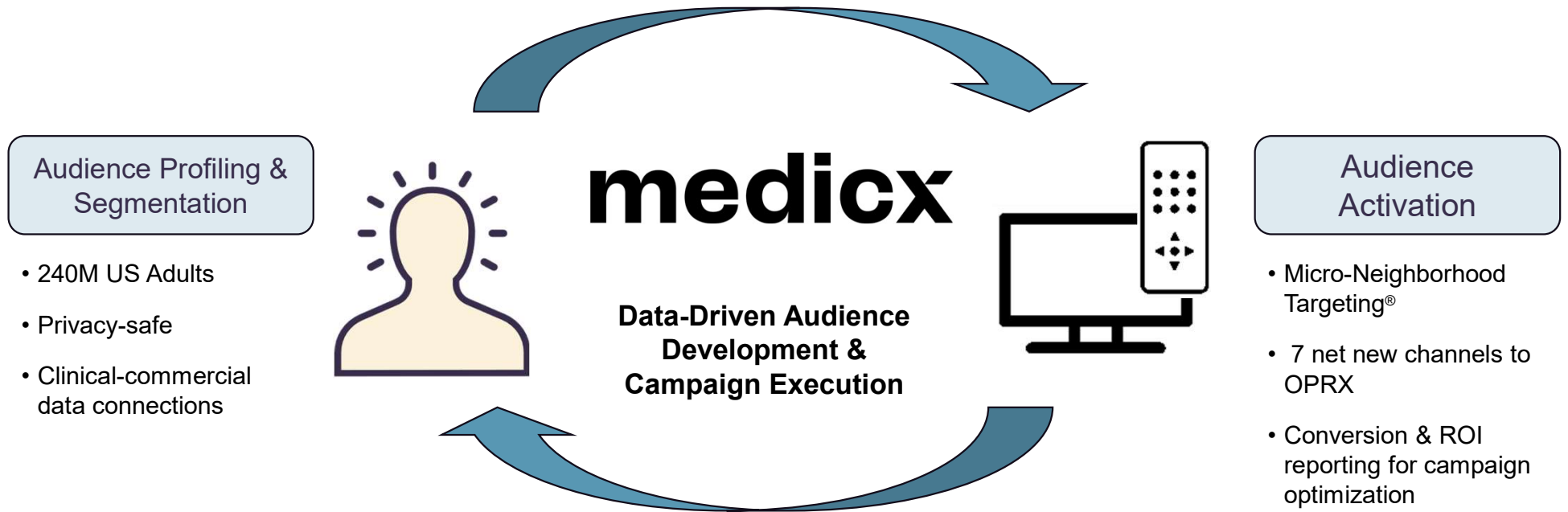
Organizational Overview	
Founded:	2006
Primary Location:	Scottsdale, Arizona (HQ)
Employees:	46 (across 13 states)

Deeply Embedded Customer Base

Strong footprint with leading pharmaceutical manufacturers:

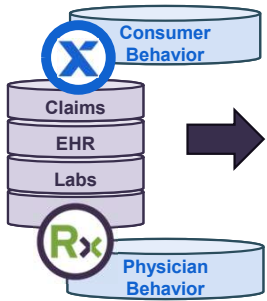


Medicx Overview



OptimizeRx + Medicx Strategic Synergies

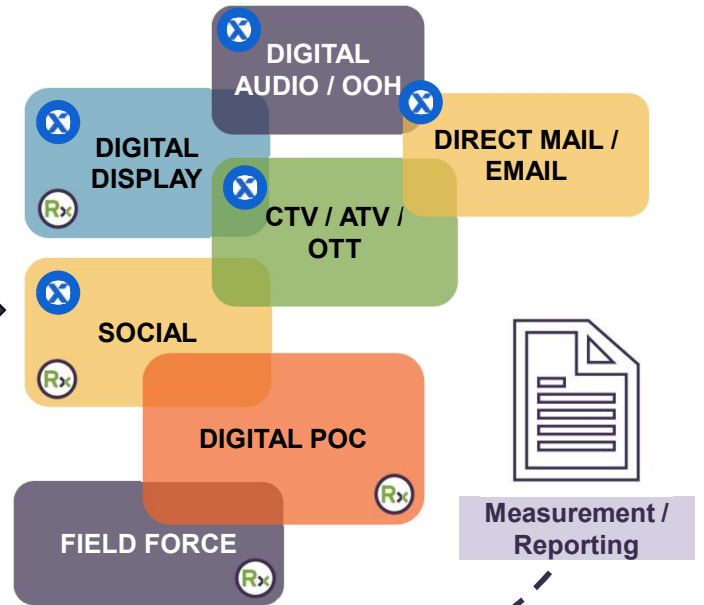
AUDIENCE DEFINITION & PLANNING



AUDIENCE DISCOVERY



AUDIENCE ACTIVATION



Transaction Overview

Acquisition Price



Total consideration \$95M

- ~\$10.5M will be reinvested by certain members of Medicx's management into OPRX's common stock

Financing



- \$40M in debt financing through Blue Torch Capital
 - Interest rate is set at SOFR + 8.5%
 - Maturity is 4 years from closing
- Remainder from balance sheet cash/ST investments

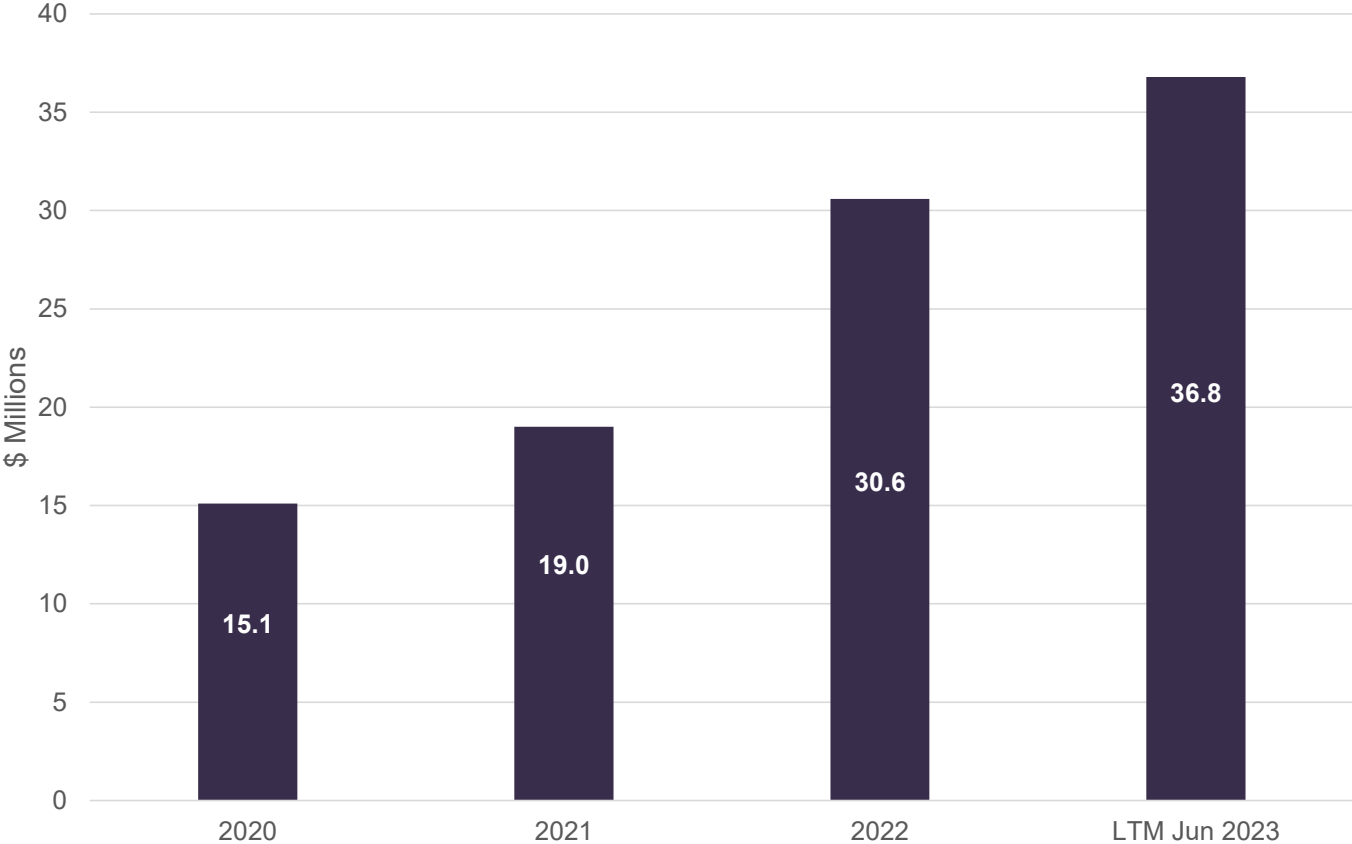
Timeline to Close



- Expected to be complete during 4Q23

Financial Profile

Unaudited Revenue 2020-LTM June 2023



Medicx is profitable and is operating with ~20% adjusted EBITDA margins

Question & Answer

Important Cautions Regarding Forward Looking Statements

Certain statements made in this presentation and in other written or oral statements made by OptimizeRx Corporation (“we,” “us,” “our,” “OptimizeRx” or the “Company”) are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (“PSLRA”). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements. Forward-looking statements may contain words like: ‘believe,’ ‘expect,’ ‘may,’ ‘strategy,’ ‘future,’ ‘likely,’ ‘goal,’ ‘plan,’ ‘estimate,’ ‘possible’ and ‘seeking’ and similar expressions. All statements other than statements of historical facts included in this presentation regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding future actions, the proposed acquisition of Medicx, the timing of such acquisition, the anticipated benefits and synergies therefrom, market penetration, revenue growth, operating expenses, profitability, cash flow, growth opportunities and upcoming announcements. OptimizeRx claims the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the possibility that the proposed merger will not close when expected or at all; any synergies and other anticipated benefits of the proposed merger may not be realized or may take longer than anticipated to be realized; disruption to the parties’ business activities as a result of the announcement and pendency of the proposed merger and diversion of management’s attention from ongoing business activities and opportunities; the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement; the risk that the integration of OptimizeRx and Medicx will be more costly or difficult than expected; the outcome of any legal proceedings that may be instituted against OptimizeRx and/or Medicx; the failure of any of the closing conditions in the merger agreement to be satisfied on a timely basis or at all; delays in closing the proposed merger; the possibility that the proposed merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events, and the other risks and uncertainties described in the our most recently filed Annual Report on Form 10-K and any subsequently filed periodic reports on Forms 10-Q and 8-K. Any forward-looking statement made by us in this presentation is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

This presentation may include certain non-GAAP financial measures as defined by SEC rules. We have provided a reconciliation of those measures to the most directly comparable GAAP measures, which is available in the Appendix.