



1-800-748-7001 | 7107 Industrial Road Florence, KY 41042

May 18, 2023

Dear Fellow Shareholders:

As a pioneer in the cash prescription pharmacy business, Healthwarehouse.com celebrated its fifteenth year in business in 2022, a true milestone for our Company. This milestone would not be possible if not for the support of our shareholders. On behalf of our employees and our Board of Directors, I thank you for your support.

Fiscal year 2022 was a rewarding transition year for our Company. We built momentum throughout the year, leading to record prescription volumes by day, month, and year. That performance drove a top-line revenue growth of 12% year to year, and positive adjusted cash flow for the sixth consecutive year.

One of our goals for 2022 was to grow our Partner Services segment to continue to diversify our revenue streams. Throughout 2022, we made investments in services and technology to better support our partners in this segment. These efforts paid off. Our Partner Services segment almost doubled annual revenue from year to year, and our pipeline of new partners remains robust.

Our direct-to-consumer segment continues to be acknowledged as a leader in the digital pharmacy space. This past year, Consumer Reports once again recognized Healthwarehouse.com as a leader in the direct-to-consumer online pharmacy business. It is gratifying our Company continues to be recognized as a pillar in this space, along with big names like CostCo Pharmacy, Amazon Pharmacy and a newcomer, Mark Cuban's Cost Plus Drug Company.

With the tightening of the capital markets in 2022, we saw many changes in the digital healthcare space. Funding dried up for business models that sacrificed unit economics for "growth at all costs." In addition, businesses that flourished thanks to the pandemic are now pivoting or going away. We continue to explore opportunities in the digital space that are attractive to our Company. We expect this trend to continue throughout 2023 and possibly into 2024.

Of course, all of the records we set in 2022 would not have been possible without the unrelenting efforts of our dedicated employees. The culture that Joey Peters, our CEO, and Dan Seliga, our CFO, have built is the foundation of our Company. We were delighted to be recognized as one of Top Workplaces in Greater Cincinnati by the Cincinnati Enquirer. Please join me in voting to increase the number of authorized shares for the 2014 Equity Incentive Plan, so we can continue to attract and retain the best team possible.

Thank you again for all of your support. Your vote is important to us, and we ask that you vote at your earliest convenience FOR each of the proposals set forth in the Proxy Statement.

Best regards,

Timothy E. Reilly  
*Chairman of the Board*



HEALTHWAREHOUSE.COM, INC.  
7107 Industrial Road  
Florence, Kentucky 41042

**NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 14, 2023**

*To Our Stockholders:*

You are invited to attend the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of HealthWarehouse.com, Inc. (the "Company" or "HealthWarehouse"). The Annual Meeting will be held virtually on June 14, 2023 at 10:00 a.m. (EDT), for the following purposes, as more fully described in the accompanying Proxy Statement:

1. To elect four directors. The following persons have been nominated by the Board -- (i) Jack Britts, (ii) Sara Mannix, (iii) Joseph Peters, and (iv) Tim Reilly, -- to serve for a one-year term until the 2024 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified;
2. For holders of Series B preferred stock, to elect one additional director -- Joe Heimbrock -- to serve for a one-year term until the 2024 Annual Meeting of Stockholders or until his successor is duly elected and qualified;
3. To amend the 2014 Equity Incentive Plan to increase the number of shares authorized for issuance under the plan and to extend the time period for making grants under the plan; and
4. To ratify the appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2023.

***The Board of Directors of the Company has approved the foregoing proposals and recommends that you vote "FOR" each of the director nominees and "FOR" the other proposals.*** Whether or not you are personally able to attend the meeting telephonically, please vote as soon as possible. You may vote over the Internet ([www.proxyvote.com](http://www.proxyvote.com)) or by telephone (1-800-690-6903) by following the instructions on the enclosed proxy card or by completing and returning the enclosed proxy card. Voting in advance will not limit your right to vote at the Annual Meeting if you wish to change your vote.

The Board has fixed the close of business on May 8, 2023 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting or any adjournment thereof. Shares of common stock of the Company and shares of the Series B and Series C preferred stock of the Company may be voted at the meeting only if the holder is present at the virtual meeting or by valid proxy.

A complete list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder for any purpose in connection with the Annual Meeting during normal business hours at our principal executive offices for a period of at least 10 days prior to the Annual Meeting.

By Order of the Board of Directors,  
Joseph Peters, President and Chief Executive Officer

**Your Vote Is Important, No Matter How Many Shares You Own.**

As we have done in previous years, our Annual Meeting will be held in a virtual meeting format only. You will not be able to attend the Annual Meeting physically. You may participate in the meeting by calling our conference line at **(415) 655-0060 and enter access code 929-682-514**. If you wish to vote at the meeting or change your previously provided proxy card, you may request a ballot during the meeting as well as instructions on how to vote by sending an email to Leanne Crupper at [lcupper@healthwarehouse.com](mailto:lcupper@healthwarehouse.com) during the meeting.

If you have questions about how to vote your shares on the proxy card, or need additional assistance, please contact:

Leanne Crupper  
1-800-748-7001 x7039

The Board invites you to attend the Annual Meeting telephonically. The Annual Meeting will begin promptly at 10:00 a.m. (EDT). Your attention is directed to the attached Proxy Statement for a discussion of the foregoing proposals.

**REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE PROMPTLY VOTE, EITHER VIA THE INTERNET ([WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)), BY TELEPHONE (1-800-690-6903) OR COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE, WHICH REQUIRES NO ADDITIONAL POSTAGE IF IT IS MAILED IN THE UNITED STATES. EVEN IF YOU HAVE VOTED BY PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE VIRTUAL ANNUAL MEETING. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED AT THE ANNUAL MEETING.**

References in this Proxy Statement to the terms "*we*," "*our*," "*us*," "*HealthWarehouse*" and the "*Company*" each refer to HealthWarehouse.com, Inc.; the term "*Board*" means our Board of Directors; the term "*proxy materials*" means this Proxy Statement and the enclosed proxy card; the term "*holders*" when referring to holders of our common stock or preferred stock entitled to vote at the Annual Meeting means holders of record as of the close of business on May 8, 2023; and the terms "*Annual Meeting*" and "*meeting*" mean our 2023 Annual Meeting of Stockholders, including any postponements or adjournments thereof.

We are mailing the Proxy Statement and the accompanying proxy card to our stockholders on or about May 18, 2023.



**HEALTHWAREHOUSE.COM, INC.**

**PROXY STATEMENT  
FOR  
2023 ANNUAL MEETING OF STOCKHOLDERS**

**General**

The accompanying proxy is solicited by the Board of Directors of HealthWarehouse.com, Inc. to be voted at the 2023 Annual Meeting of Stockholders to be held virtually on June 14, 2023 at 10:00 a.m. (EDT). This Proxy Statement and accompanying proxy are being mailed to stockholders on or about May 18, 2023, for the following purposes:

1. To elect four directors: (i) Jack Britts, (ii) Sara Mannix, (iii) Joseph Peters, and (iv) Tim Reilly to hold office for a one year term until the 2024 Annual Meeting or until their respective successors are duly elected and qualified;
2. For holders of Series B preferred stock, to elect one additional director -- Joe Heimbrock -- to serve for a one-year term until the 2024 Annual Meeting of Stockholders or until his successor is duly elected and qualified;
3. To amend the 2014 Equity Incentive Plan to increase the number of shares authorized for issuance under the plan and to extend the time period for making grants under the plan; and
4. To ratify the appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2023.

Our Board of Directors urges common stockholders to vote FOR the following nominees for director in Proposal No. 1:

Jack Britts  
Sara Mannix  
Joseph Peters  
Tim Reilly

**Record Date, Quorum, Voting**

Holders of record of our shares of common and preferred stock at the close of business on May 8, 2023 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting. On the Record Date, 54,342,592 shares of common stock, 517,359 shares of Series B preferred stock and 6,500 shares of Series C preferred stock were issued and outstanding. Each share of common stock is entitled to one vote on each of the proposals being submitted to stockholders, each share of Series B preferred stock is entitled to 14.8 votes on each of the proposals being submitted to stockholders, and each share of Series C preferred stock is entitled to one vote on each of the proposals being submitted to stockholders, except that only holders of the Series B preferred stock are entitled to vote on Proposal No. 2 for the election of the Series B preferred stockholder nominee for director (i.e., Joe Heimbrock) and except that each share of the Series B preferred stock is entitled to only one vote per share on the election of the Series B preferred stock nominee. The number of votes held by all holders of the outstanding common stock and Series B and Series C preferred stock and entitled to vote at the Annual Meeting aggregate 62,006,006 votes.

Pursuant to the Company's Amended and Restated Bylaws, the holders of shares of stock of the Company entitled to cast a majority of the total votes entitled to be cast by the holders of all outstanding capital stock of the Company, present in person or by proxy at the Annual Meeting, shall constitute a quorum for all purposes. Votes for and against, abstentions and "broker non-votes" will each be counted as present for purposes of determining the presence of a quorum.

Directors will be elected by a plurality of the votes cast at the Annual Meeting, meaning that the four nominees in Proposal No. 1 who receive the most votes will be elected as directors. Only votes cast FOR a nominee will be counted. Instructions on the accompanying proxy card to withhold authority to vote for one or more of the nominees will result in those nominees receiving fewer votes but will not count as a vote "AGAINST" the nominees. Abstentions, withheld votes and broker non-votes (which occur when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular matter because such broker, bank or other nominee does not have discretionary authority to vote on that matter and has not received voting instructions from the beneficial owner) are counted as present for purposes of determining the presence of a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes will also result in those nominees receiving fewer votes but will not count as a vote "AGAINST" the nominees. Stockholders have no right to cumulate votes in the election of directors.

The election of the Series B preferred stock nominee in Proposal No. 2 will be by a plurality of the votes cast at the Annual Meeting by holders of Series B preferred stock. MVI Partners, LLC, which holds 95.7% of the outstanding Series B preferred stock, nominated the Series B nominee and controls the election of such nominee.

Proposal No. 3, to amend the 2014 Equity Incentive Plan to increase the number of shares available under the plan and to extend the time period for making grants under the plan and Proposal No. 4, the ratification of the appointment of our independent registered public accounting firm, require the affirmative vote of holders of a majority of the votes cast on the proposal at the Annual Meeting, with the common stock and preferred stock voting together as a class. Abstentions and broker non-votes are not considered to be votes cast on these proposals, and as a result, will have no effect on the outcome of the vote on these proposals.

### **Stockholders of Record**

You are a "stockholder of record" if your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Co. As a stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote at the Annual Meeting. We have enclosed a proxy card for you to use.

### **Shares Held in Street Name**

If your shares are held by a broker, bank, trustee or other stockholder of record, in nominee name or otherwise, exercising fiduciary powers (typically referred to as being held in "street name"), you will receive a separate voting instruction form with this Proxy Statement. As the beneficial owner, you have the right to direct your broker, bank, trustee or nominee how to vote your shares, and you are also invited to attend the Annual Meeting telephonically. If you hold your shares in street name and do not provide voting instructions to your broker, bank, trustee or nominee, your shares will not be voted on any proposals on which such party does not have discretionary authority to vote (a "broker non-vote"), as further described below under the heading "Broker Non-Votes."

Please note that if your shares are held of record by a broker, bank or nominee and you wish to vote at the meeting, you will not be permitted to vote in person unless you first obtain a legal proxy issued in your name from the record holder.

### **Broker Non-Votes**

Broker non-votes are shares held in street name by brokers or nominees who are present in person or represented by proxy, but which are not voted on a particular matter because the brokers or nominees do not have discretionary authority with respect to that proposal and they have not received voting instructions from the beneficial owner. Under the rules that govern brokers, brokers have the discretion to vote on routine matters, but not on non-

routine matters. Routine matters include Proposal No. 4, the ratification of the appointment of the Company's independent registered public accountants. Proposals Nos. 1 and 2 for the election of directors and Proposal No. 3 for the amendment to our 2014 Stock Incentive Plan are considered to be non-routine matters. ***As a result, if you do not provide your broker or nominee with voting instructions on the election of directors or the proposal to amend our 2014 Stock Incentive Plan your shares will not be voted on these proposals.***

### **Voting Matters**

Holders of record of our common stock as of the close of business on May 8, 2023 are entitled to cast one vote per share of common stock on each matter presented for consideration by the stockholders at the Annual Meeting other than Proposal No. 2. Holders of record of our Series B preferred stock as of the close of business on May 8, 2023 are entitled to cast 14.8 votes per share of Series B preferred stock on each matter presented for consideration by all stockholders voting together and one vote per share for the Series B preferred stockholder nominee for election as a director in Proposal No. 2. Holders of record of our Series C preferred stock as of the close of business on May 8, 2023 are entitled to cast one vote per share on each matter presented for consideration by the stockholders at the Annual Meeting other than Proposal No. 2. A list of stockholders of record entitled to vote at the Annual Meeting will be available for examination by any stockholder for a proper purpose during normal business hours at the executive offices of the Company for a period of at least 10 days preceding the day of the Annual Meeting.

We urge you to vote, either via the internet ([www.proxyvote.com](http://www.proxyvote.com)), by telephone (1-800-690-6903) or by completing and returning the enclosed proxy card as promptly as possible in the postage-prepaid envelope provided. Your shares will be voted in accordance with your voting instructions if your vote is received prior to or at the meeting. If you sign and return your proxy card but do not give voting instructions, your shares will be voted (1) FOR ALL of the four nominees named in Proposal No. 1 in this Proxy Statement; (2) FOR the Series B preferred stockholder nominee if you are a Series B preferred stockholder; (3) FOR the proposal to amend our 2014 Stock Incentive Plan to increase the number of shares available for issuance under the plan; (4) FOR the ratification of the appointment of Marcum LLP as our independent registered public accounting firm for the year ending December 31, 2023; and (5) as the proxy holders deem advisable, in their discretion, on any other matters that may properly come before the Annual Meeting.

### **Number of Directors**

The Certificate of Designations for our Series B preferred stock provides that for so long as any shares of such preferred stock are outstanding, the Board shall consist of five members, with the holders of the Series B preferred stock, voting as a separate class, entitled to elect one member. The Board is responsible for identifying and selecting potential candidates for the remaining four seats on our Board, and the Board believes that its four nominees have a strong background in executive leadership and management, accounting and finance, and Company and industry knowledge.

The holders of the Series B preferred stock have submitted Joe Heimbrock to fill the Series B preferred stock seat on the Board in connection with the Annual Meeting.

### **Proxies**

All shares represented by a proxy will be voted, and where a stockholder specifies a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specifications so made. If a stockholder signs and returns a proxy card but does not indicate a choice on the proxy card, the shares will be voted in favor of the election of each of the nominees for director contained in this Proxy Statement and in favor of each of the other proposals considered at the Annual Meeting.

### **Voting Instructions**

If you are a stockholder of record, you can vote either via the internet ([www.proxyvote.com](http://www.proxyvote.com)), by telephone (1-800-690-6903) or by mail by marking, dating and signing your proxy card in accordance with the instructions on

it and returning it by mail in the pre-addressed reply envelope provided with the proxy materials. Your vote must be received prior to the Annual Meeting.

If you wish to vote at the meeting or change your previously provided vote, you may request a ballot during the meeting as well as instructions on how to vote by sending an email to Leanne Crupper at [lcrupper@healthwarehouse.com](mailto:lcrupper@healthwarehouse.com) during the meeting.

### **Proxy Revocation Procedure**

A proxy may be revoked at any time before it has been exercised with regard to any matter (i) by executing and delivering, prior to the shares being voted at the Annual Meeting, a proxy dated as of a later date than a previously executed and delivered proxy, (ii) by attending the Annual Meeting telephonically and voting at the meeting, or (iii) by written notice of revocation mailed to and received by the Secretary of the Company prior to the shares being voted at the Annual Meeting. Attendance at the Annual Meeting will not in and of itself revoke a proxy. If your shares are held by a bank, broker or other agent, you may change your vote by submitting new voting instructions to your bank, broker or other agent or, if you have obtained a legal proxy from your bank, broker or other agent giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

### **Voting Results**

We expect to announce preliminary voting results at the Annual Meeting. We may report the final results in a press release or other submission to the OTC.

### **Board Committees**

#### ***Audit Committee***

Our Audit Committee currently consists of Tim Reilly, Joe Heimbrock and Jack Britts. The functions of the Audit Committee include the retention of our independent registered public accounting firm, reviewing and approving the planned scope, proposed fee arrangement and results of the Company's annual audit, reviewing the adequacy of the Company's accounting and financial controls and reviewing the independence of the Company's independent registered public accounting firm.

#### ***Compensation Committee***

Our Compensation Committee of the Board of Directors currently consists of Joe Heimbrock, Sara Mannix and Tim Reilly. The function of the Compensation Committee is to recommend to the full Board of Directors the compensation to be offered to our executive officers and the compensation to be offered to our directors. The Compensation Committee also administers our 2009 Incentive Compensation Plan and our 2014 Equity Incentive Plan, and recommends and approves grants of stock options and restricted stock under that plan.

#### ***Governance and Nominating Committee***

Our Governance and Nominating Committee of the Board of Directors currently consists of Jack Britts, Sara Mannix and Joe Heimbrock. The function of the Governance and Nominating Committee is, among other things, to identify individuals to become members of the Board, periodically reviews the size and composition of the Board, evaluates the performance of Board members, makes recommendations regarding the determination of a director's independence, recommends committee appointments and chairpersons to the Board, periodically reviews and recommends to the Board updates to the Company's Corporate Governance Guidelines and related Company policies.

### **Stockholder Nominees**

In nominating candidates for election as a director, the Board will consider candidates recommended by stockholders who satisfy the notice, information and consent provisions set forth in our Amended and Restated Bylaws. Stockholders who wish to recommend a candidate may do so by writing to the Board of Directors in care of



the Corporate Secretary, at HealthWarehouse.com, 7107 Industrial Road, Florence, Kentucky 41042. The Board will use the same evaluation process for director nominees recommended by stockholders as it uses for other director nominees. A copy of our Amended and Restated Bylaws may be obtained by any stockholder upon request to our Corporate Secretary or through the OTC markets website [www.otcmarts.com/stock/HEWA/news](http://www.otcmarts.com/stock/HEWA/news).

### **Communications with the Board of Directors**

Stockholders are invited to communicate to the Board or its committees or to any individual director or to the independent directors as a group, by writing to: HealthWarehouse.com, Inc., Chairman of the Board of Directors or the Chair of a Board committee, 7107 Industrial Road, Florence, Kentucky, 41042, Attention: Corporate Secretary. All such stockholder communications will be forwarded to the specific director or directors to whom the communications are addressed. Appropriate responses will be provided to stockholders on a timely basis. Please note that the foregoing communication procedure does not apply to (i) stockholder proposals governed by our Bylaws and communications made in connection with such proposals or (ii) service of process or any other notice in a legal proceeding.

## **PROPOSAL ONE—ELECTION OF DIRECTORS**

### **The Board of Directors**

Our Amended and Restated Certificate of Incorporation provides that each director shall be elected at each annual meeting of stockholders for a term of one year. Our Board currently consists of the following five directors: Jack Britts, Joe Heimbrock, Sara Mannix, Tim Reilly and Joseph Peters, each of whose terms expire at the meeting.

The total number of directors eligible to be elected at the Annual Meeting by all stockholders voting together on Proposal No. 1 is four, with the directors to be elected by a plurality of the votes cast by holders of shares of our common stock and our Series B and Series C preferred stock, voting together as a single class. With respect to the foregoing vote, the common stock and the Series C preferred stock is entitled to one vote per share, and the Series B preferred stock is entitled to the number of votes equal to the number of shares of common stock into which such shares of Series B preferred stock could be converted immediately after the close of business on the record date fixed for the Annual Meeting.

### **Director Nominees**

The Board, serving as a nominating committee, nominated the following four people for election as directors: (i) Jack Britts, (ii) Sara Mannix, (iii) Joseph Peters, and (iv) Tim Reilly. All are current members of the Board. The holders of the Series B preferred stock nominated Joe Heimbrock for election as the Series B preferred stock director. If elected, these nominees will hold office as directors until our 2024 Annual Meeting and until their respective successors are duly elected and qualified or until their earlier death, resignation or removal.

### **Biographical Information of Directors and Director Nominees**

The following provides information regarding each of the Board's nominees, including their business experience, their length of service on the Board where applicable and their age as of April 30, 2023:

**Tim Reilly**, Chairman of the Board, age 60, is a business owner and investor with several business interests. He was elected to the Board in September 2019. Mr. Reilly is currently Chairman of MVI Enterprises, Inc., a holding company with interests in transportation, finance and real estate. He is also the founder and Managing Director of Melrose Capital Advisors LLC, a provider of capital and advisory services to small and mid-sized businesses. Mr. Reilly was the former President and Owner of MVI Group, the largest network of commercial truck and bus dealerships in the state of Ohio. After building a network of 10 locations, Mr. Reilly sold MVI Group to Rush Enterprises, headquartered in New Braunfels, Texas, in 2012. Prior to his time in the dealership industry, Mr. Reilly was President and Owner of the Dayton Bomber's Professional Hockey Team in Dayton, Ohio which he sold in 2005. Prior to acquiring the hockey team, Mr. Reilly enjoyed a 17-year career in the commercial banking industry including Managing Director of PNC Capital Markets, the investment banking unit of PNC Bank. Mr. Reilly brings value to the



Board through his executive leadership in building business organizations and experience in the capital markets and acquisition and sale of companies.

**Jack Britts**, age 63, currently serves as a business consultant and investor focusing on pharmaceutical and healthcare companies. He has served on the Board since September 2017. Mr. Britts has over 30 years of diverse experience including, serving as Co-Chief Executive Officer, Chief Operating Officer and Member of the Board of Directors of Crown Laboratories from July 2012 through 2014, a fully integrated pharmaceutical company. Prior to Crown and for more than five years, Mr. Britts was President and Chief Executive Officer of Merz Pharmaceuticals LLC, a privately held multinational pharmaceutical company specializing in neurology and dermatology. Mr. Britts' executive leadership and management experience in the pharmaceutical industry, both as an executive and board member, and in budgeting, financial reporting and planning adds additional experience and value to the Company's board.

**Joseph Peters**, age 37, was appointed Chief Executive Officer and President of the HealthWarehouse.com effective January 1, 2018. Previously, Mr. Peters served as interim President and Chief Executive Office from April 2017 until December 31, 2017. He joined the Board on July 24, 2017. Mr. Peters has been employed by the Company in various capacities since 2012. He has served the Company as a customer support manager from 2012 to 2013, a human resources manager from 2013 to 2014, and Vice President of Operations from 2014. Mr. Peters brings extensive pharmaceutical experience to the management of the Company and industry knowledge, together with his management experience, make him a highly qualified executive officer and director of the Company.

**Sara Mannix**, age 56, is the President of Mannix Marketing, Inc., a company she founded in 1996 with a focus on organic search to help businesses "get found on the web". Since then, her company has evolved into a full-service digital marketing agency with a core focus of helping business grow by growing their website traffic, conversions, leads and sales. Ms. Mannix has served on the Board since 2020. Mannix Marketing has either been shortlisted or won the industry's top award for organic search "Best in Search US" for seven years in a row. The business is located in upstate NY, employs a team of 25 digital marketing specialists and serves over 1000 clients nationwide. Ms. Mannix graduated Summa Cum Laude from the University at Albany with a double major in Spanish and Italian. Her extensive experience in marketing and executive leadership makes Ms. Mannix a valuable member of the Board.

All of the Board's nominees have indicated a willingness to serve as directors if elected, and the Company has no reason to believe that any nominee will be unavailable to serve. Each nominee has consented to being named in the Proxy Statement and has agreed to serve if elected. If any of them should decline or be unable to act as a director, the proxy holders will vote for the election of any other persons the Board may nominate.

#### **Vote Required and Board Recommendations**

The directors will be elected by a plurality of the votes, which means the four nominees who receive the greatest number of FOR votes in Proposal No. 1 will be elected. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum, but will not have any effect on the outcome of the proposal. Stockholders have no right to cumulate votes in the election of directors.

The shares represented by the accompanying proxy will be voted FOR the election of the above-mentioned four nominees for director, unless a stockholder requests that voting of the proxy be withheld for any one or more of the nominees for directors by so directing on the proxy card. If any nominee becomes unavailable for any reason (which event is not anticipated) to serve as a director at the time of the meeting, then the shares represented by such proxy may be voted for such other person as may be determined by the proxy holders who intend to vote for such other person the Board may nominate.

**The Board of Directors recommends that the stockholders vote "FOR" each of the nominees listed above (Proposal No. 1 on the enclosed proxy card).**

## **PROPOSAL TWO—ELECTION OF DIRECTOR BY THE SERIES B PREFERRED STOCK**

Under the Certificate of Designations designating the rights and privileges of the Company's Series B preferred stock, the holders of the Company's Series B preferred stock have the right to designate or elect one of the Company's directors. The holders of the Series B preferred stock have nominated Joe Heimbrock to fill the Series B seat on the Board in connection with the Annual Meeting. Mr. Heimbrock was first appointed as a director in April 2016. Certain biographical information of the Series B preferred stock nominee for director follows:

**Joe Heimbrock**, age 68, has served as a director since April 2016 and is the managing partner of MVI Partners, LLC. Mr. Heimbrock has over 30 years of business experience in the commercial trucking industry, including sales, marketing and operational management. He most recently served as the Regional General Manager in Ohio for Rush Enterprises, Inc., which is headquartered in New Braunfels, Texas. Rush Enterprises owns and operates the nation's largest network of commercial vehicle dealerships, including new and used trucks through its Rush Truck Centers. Prior thereto, Mr. Heimbrock was Vice President of MVI Enterprises, the largest truck dealership network in Ohio which was purchased by Rush Enterprises in 2012. Mr. Heimbrock brings to the Board extensive business and financial expertise.

### **Vote Required and Board Recommendations**

The Series B director will be elected by a plurality of the votes, which means the Series B preferred stockholder nominee who receives the greatest number of FOR votes will be elected.

The shares represented by the accompanying proxy for Series B preferred stockholders will be voted FOR election as a director the above-mentioned nominee, unless a stockholder requests that voting of the proxy be withheld for such nominee by so directing on the proxy card. If the nominee becomes unavailable for any reason (which event is not anticipated) to serve as a director at the time of the meeting, then the shares represented by such proxy may be voted for such other person as may be determined by the proxy holders.

Only the holders of the Series B preferred stock will vote for the election of the Series B preferred stock nominee for election as a director.

**The Board of Directors recommends that the Series B preferred stockholders vote "FOR" the nominee listed above (Proposal No. 2 on the enclosed proxy card for Series B preferred stockholders).**

## **PROPOSAL THREE – TO APPROVE AN AMENDMENT TO THE 2014 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN AND TO EXTND THE TIME PERIOD FOR MAKING GRANTS UNDER THE PLAN**

In recent years, we have emphasized the grant of stock options at market rate exercise prices as a means of providing long-term incentive compensation to, and encouraging a long-term commitment by, our directors and employees. These grants have been made pursuant to the 2009 Incentive Compensation Plan (the "2009 Equity Plan"), which expired in 2019, and our 2014 Equity Incentive Plan, as amended and rested (the "2014 Equity Plan").

We believe that stock options and other stock compensation have enhanced our ability to provide compensation to our directors and employees. Because of the limited number of shares available under our plans for future grants and the plan was scheduled to expire in 2024, our board of directors unanimously approved amendments to the 2014 Equity Plan to increase the number of shares available for grant under the plan from 28,000,000 to 43,000,000 shares and extended the term of the Plan for 10 additional years from the date the amendments were approved (the "Amendment").

Adoption of the Amendment is subject to stockholder approval at the Annual Meeting. Awards covering 13,838,605 shares of common stock have been granted and outstanding under the 2014 Equity Plan, leaving only 161,395 shares of common stock available for future grant under the 2014 Equity Plan.

Our board of directors unanimously recommends that stockholders approve the Amendment to the 2014 Equity Plan. As discussed in more detail below, the 2014 Equity Plan permits the grant of incentive stock options,

nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, other stock-based awards and performance awards to employees.

*The following brief description of the material features of the 2014 Equity Incentive Plan, as amended, is qualified in its entirety by reference to the full text of the plan. You may obtain a copy of the plan upon request to: HealthWarehouse.com, Inc., 7107 Industrial Road, Florence, Kentucky 40142, Attention: Leanne Crupper, Corporate Secretary.*

### **Highlights of the 2014 Equity Plan, as Amended**

The 2014 Equity Plan contains a number of provisions which we believe are consistent with the interests of stockholders and sound corporate governance practices. These include:

- **No Stock Option Repricings.** The 2014 Equity Plan prohibits the repricing of stock options without the approval of our stockholders. This provision applies to both direct repricings - lowering the exercise price of a stock option - and indirect repricings - canceling an outstanding stock option and granting a replacement stock option with a lower exercise price.
- **Limitation on Shares Issued for Non-Performance Based Restricted Stock Awards or Restricted Stock Units.** Under the 2014 Equity Plan, as amended, no more than 15,000,000 shares of common stock may be awarded in the form of restricted stock or restricted stock units which are not subject to the achievement of a performance target or targets. The 2014 Equity Plan thus emphasizes a balance of grants of stock options, performance awards and stock appreciation rights. While we have predominately granted stock options to our employees under our stock compensation plans, we have issued restricted stock awards to executives and directors for the stock-based portion of their compensation since 2017.
- **No Discount Stock Options.** The 2014 Equity Plan prohibits the grant of a stock option with a per share exercise price which is less than the fair market value of a share of common stock on the date the stock option is granted. Similarly, stock appreciation rights must have a per share exercise price which is at least equal to the fair market value of a share of common stock on the date the award is granted.
- **Minimum Three-Year Vesting Period for Restricted Stock and Other Stock-Based Awards.** Under the 2014 Equity Plan, the minimum vesting period for restricted stock, restricted stock units and other stock-based awards which are not earned based on the Company's achievement of specified performance goals or provided in lieu of directors fees, base salary or annual bonus is three years (i.e., vesting no faster than one-third per year), subject to exceptions for disability, death or a change in control.
- **No "Evergreen" Provision.** The 2014 Equity Plan provides for a fixed number of shares available under the plan, subject to adjustment based on certain standard anti-dilution provisions. As a result, stockholder approval will be required in the future for any increase in the number of shares available under the plan, other than adjustments based on the anti-dilution provisions.

### **Administration of the 2014 Equity Plan**

The 2014 Equity Plan is administered by the Compensation Committee of our board of directors, which shall be composed of not less than two directors, each of whom shall be:

- a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as from time to time amended (the "Exchange Act"), to the extent necessary to comply with such provision of the Exchange Act; and
- to the extent necessary to comply with any applicable listing or quotation requirements relating to our common stock, an "independent" director within the meaning of such requirements.

The Committee has, among other powers, the power to interpret and administer the 2014 Equity Plan and any instrument or agreement relating thereto, as well as to establish, amend, suspend or waive such rules and regulations as it shall deem appropriate in connection with its administration of the 2014 Equity Plan.

The Committee has the discretion to determine the number and type of awards to be awarded to any participant, subject to the following limitations:

- in no event shall a participant receive an award or awards under the 2014 Equity Plan during any one calendar year covering in the aggregate more than 1,500,000 shares of common stock (whether such award or awards may be settled in shares of common stock, cash or any combination thereof); and
- in no event shall there be granted during the term of the 2014 Equity Plan restricted stock or restricted stock units which are not subject to the achievement of a performance target or targets covering more than an aggregate of 15,000,000 shares of common stock.

#### **Types of Awards Which May Be Granted Under the 2014 Equity Plan**

*Stock Options.* The Committee may grant stock options under the 2014 Equity Plan to purchase common stock, including options which are intended to qualify as incentive stock options under the Code and options which are not intended to so qualify, or nonqualified options. The purchase price of a share of common stock under each type of option shall not be less than the fair market value of a share of common stock on the date the option is granted. Options shall be exercisable in accordance with the terms established by the Committee, provided that options may not have a term which exceeds ten years. The full purchase price of each share of common stock purchased upon the exercise of any option shall be paid at the time of exercise of the option. Such payment may be made (i) in cash or its equivalent, (ii) by delivery of a properly executed exercise notice, together with irrevocable instructions to a broker to sell the shares and then to properly deliver to the Company the amount of sale proceeds to pay the exercise price, (iii) at the discretion of the board or the Committee, by delivering shares of common stock (including shares acquired pursuant to the exercise of an option) equal in fair market value to the purchase price of the shares to be acquired pursuant to the option, (iv) at the discretion of the board or the Committee, by withholding some of the shares of common stock which are being purchased upon exercise of an option, or (v) any combination of the foregoing, provided that the combined value of all cash and cash equivalents and the fair market value of shares tendered to the Company is at least equal to such exercise price.

*Stock Appreciation Rights.* The Committee may grant under the 2014 Equity Plan a stock appreciation right in connection with all or any portion of a contemporaneously granted option or independent of any option grant. Stock appreciation rights shall be exercisable in accordance with the terms established by the Committee. A stock appreciation right entitles the participant to receive the amount by which the fair market value of a specified number of shares of common stock on the exercise date exceeds an exercise price established by the Committee, which shall not be less than 100% of the fair market value of the common stock at the time the stock appreciation right is granted. Such excess amount shall be payable in common stock, in cash, or in a combination thereof, as determined by the Committee.

*Restricted Stock and Restricted Stock Units.* The Committee may grant under the 2014 Equity Plan shares of restricted stock, which are shares of common stock which are subject to a substantial risk of forfeiture due to a restriction based on continued employment or the occurrence of other events, as determined by the Committee, and restricted stock units, which are similarly subject to a substantial risk of forfeiture and may be settled either by the delivery of one share of common stock for each restricted stock unit or in cash in an amount equal to the fair market value of one share of common stock for each restricted stock unit, as determined by the Committee. Any such awards shall be subject to such conditions and have such terms as may be determined by the Committee, provided that restricted stock and restricted stock units which have not been granted in lieu of directors fees, base salary or bonuses or which have a restriction based on completion of a specified period of service with the Company without the Company's achievement of a performance goal determined by the Committee shall have a minimum vesting period of three years from the date of grant (i.e., vesting no faster than one-third per year), except in the event of a change in control of the Company and, in the sole discretion of the Committee, in the event of the participant's death or disability. Except as otherwise provided in the applicable award agreement, a participant shall have all of the rights of a

stockholder with respect to the shares covered by the restricted stock award, and a participant shall have none of the rights of a stockholder with respect to restricted stock units until such time as shares are paid in settlement of the restricted stock units. Unless otherwise provided in the applicable award agreement, shares covered by restricted stock awards will be entitled to full dividend rights and any dividends paid will be paid or distributed to the holder at such time as the underlying shares become vested and earned by the participant.

*Other Stock-Based Awards.* The Committee may grant under the 2014 Equity Plan any other stock-based award, which is any award of shares of common stock or other award denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, shares of common stock which is not described above and is deemed by the Committee to be consistent with the purposes of the 2014 Equity Plan. The Committee shall determine the terms and conditions of any other stock-based award and whether such awards shall be paid in cash, shares of common stock or in a combination thereof, provided that any other stock-based award which is not granted in lieu of directors fees, base salary or bonuses or which is not subject to the Company's achievement of a performance goal determined by the Committee shall have a minimum vesting period of three years from the date of grant (i.e., vesting no faster than one-third per year), except in the event of a change in control of the Company and, in the sole discretion of the Committee, in the event of the participant's death or disability.

*Performance Awards.* Under the 2014 Equity Plan, the Committee has sole and complete authority to determine the extent to which an award of stock options, stock appreciation rights, restricted stock, restricted stock units or other stock-based awards shall be subject to the achievement of one or more performance goals over one or more performance periods.

Subject to the terms of the 2014 Equity Plan, the Committee shall determine the performance goals to be achieved during any performance period, the length of any performance period, the amount of any performance award and the amount and kind of any payment or transfer to be made pursuant to any performance award.

Each performance award shall be earned, vested and payable only upon the achievement of performance goals established by the Committee based upon one or more of the criteria set forth in the plan, together with the satisfaction of any other conditions, such as continued employment, as the Committee may determine to be appropriate; provided, however, that the Committee may provide at the time of grant in the applicable award agreement that achievement of such performance goals will be waived (with the performance award deemed earned) in whole or in part or will be deemed to have been satisfied at a specified level, that the performance period shall be shortened, and/or that the payment under the performance award shall be pro-rated to reflect the reduced performance period upon the termination of employment of a participant by reason of death or disability, or the occurrence of a change in control of the Company. Performance awards may be paid in a lump sum or in installments following the close of the performance period, provided that no full and/or partial payment of a performance award granted hereunder may be made to a covered employee until the Committee has certified in writing the attainment by the Company of the applicable performance target or performance targets over the applicable performance period or performance periods.

Performance goals may reflect absolute entity performance or a relative comparison of entity performance to the performance of a peer group of entities or other external measure of the selected performance goals. A performance goal may include or exclude items that measure specific objectives, such as the cumulative effect of changes in generally accepted accounting principles, losses resulting from discontinued operations, securities gains and losses, restructuring, merger-related and other nonrecurring costs, amortization of goodwill and other intangible assets, extraordinary gains or losses and any unusual, nonrecurring gain or loss that is separately quantified in the Company's financial statements. Any performance goal expressed on a per-share basis shall, in case of a recapitalization, stock dividend, stock split or reverse stock split affecting the number of outstanding shares, be mathematically adjusted by the Committee so that the change in outstanding shares does not cause a substantive change in the relevant goal. The Committee may adjust performance goals for any other objective events or occurrences which occur during a performance period, including, but not limited to, acquisitions by the Company and changes in applicable tax laws or accounting principles.

### **Award Agreements and Certain Award Terms**

Each award will be evidenced by an award agreement that will be delivered to the participant specifying the terms and conditions of the award and any rules applicable to such award. Upon a change in control of the Company, as defined in the 2014 Equity Plan, all outstanding awards will vest, become immediately exercisable or payable or have all restrictions lifted as may apply to the type of award granted. Awards may not be assigned, pledged, sold or otherwise transferred or encumbered, except by will or the laws of descent and distribution or pursuant to a qualified domestic relations order; provided, however, an award may be transferable under the 2014 Equity Plan to the extent determined by the Committee and set forth in the applicable award agreement or, with respect to awards which are incentive stock options, if such provisions do not prevent the incentive stock options from qualifying as such under applicable laws and regulations.

### **Eligible Participants**

Under the 2014 Equity Plan, any employee, officer, consultant or non-employee director of the Company or the Company's affiliates may be designated by the Committee as a participant and receive awards thereunder. Non-employee directors are not eligible to receive awards of incentive stock options under the plan. As of April 30, 2023, the Company had approximately 122 officers and employees and four non-employee directors eligible to participate in the 2014 Equity Plan.

### **Shares Reserved Under the 2014 Equity Plan**

The number of shares of common stock that may be issued pursuant to the 2014 Equity Plan, as amended, is 43,000,000. None of the shares shall be the subject of more than one award at any time, but if an award is cancelled or forfeited or if an award terminates, expires or lapses for any reason, then any unissued or forfeited shares subject to the award shall again become available for grant under the 2014 Equity Plan as if no awards had been previously granted with respect to such shares. Shares withheld from an award or delivered by a participant to satisfy minimum tax withholding requirements or to pay the exercise price of stock options or stock appreciation rights will not be available for future grants of awards under the plan.

The total number of shares of common stock that may be issued pursuant to the 2014 Equity Plan is subject to adjustment by the Committee in the event of stock dividends, stock splits, combination of shares, recapitalizations or other changes in the outstanding common stock effected without receipt or payment of consideration by the Company. The shares issuable under the 2014 Equity Plan may be from either authorized but previously unissued shares of common stock or from reacquired shares of common stock, including shares purchased by the Company on the open market or in private transactions and held as treasury shares.

### **Effective Date**

The effective date of the 2014 Equity Plan, as amended, was April 19, 2023, which is the date the board of directors approved the amended plan. The 2014 Equity Plan shall remain in effect until the earlier of the date that no additional shares of Common Stock are available for issuance under the plan, the date that the plan has been terminated in accordance with its terms or the close of business on the tenth annual anniversary of the effective date of the plan, April 19, 2033. Termination of the 2014 Equity Plan shall not affect any awards previously granted, and such awards shall remain valid and in effect until they have been fully exercised or earned, are surrendered or by their terms expire or are forfeited.

### **Amendment and Termination of the 2014 Equity Plan and Awards Thereunder**

The board of directors of the Company may amend, alter, suspend, discontinue or terminate the 2014 Equity Plan or any portion thereof at any time, provided that no such action shall be made that would adversely affect the rights of any participant or any holder or beneficiary of any award theretofore granted without the consent of the affected participant, holder or beneficiary, or that without the approval of the stockholders of the Company would:

- except as provided in the 2014 Equity Plan in connection with adjustments to the outstanding common stock, increase the total number of shares with respect to which awards may be granted under the 2014 Equity Plan;
- change the employees or class of employees or non-employee directors eligible to participate in the 2014 Equity Plan;
- reduce the exercise price for options and stock appreciation rights by repricing or replacing such awards; or
- change the performance goals which may be established for performance awards.

The Committee may waive any conditions or rights under, amend any terms of, or alter, suspend, discontinue, cancel or terminate, any award theretofore granted under the 2014 Equity Plan, prospectively or retroactively, provided that any such action that would adversely affect the rights of any participant or any holder or beneficiary of any award theretofore granted shall not to that extent be effective without the consent of the affected participant, holder or beneficiary. Moreover, except as provided in the 2014 Equity Plan in connection with adjustments to the outstanding common stock or unusual or nonrecurring events as determined by the Committee, the Committee shall not have the authority to cancel any outstanding option or stock appreciation right and issue a new option or stock appreciation right in its place with a lower exercise price without the approval of the stockholders of the Company.

#### **Discussion of Federal Income Tax Consequences**

Set forth below is a summary of certain federal income tax consequences under the Internal Revenue Code relating to awards which may be granted under the 2014 Equity Plan.

*Incentive Stock Options.* No taxable income is recognized by the optionee upon the grant or exercise of an incentive stock option that meets the requirements of Section 422 of the Code. Non-employee directors are not permitted to receive incentive stock options under the Code. However, the exercise of an incentive stock option may result in alternative minimum tax liability for the optionee. If no disposition of shares issued to an optionee pursuant to the exercise of an incentive stock option is made by the optionee within two years from the date of grant or within one year after the date of exercise, then upon sale of such shares, any amount realized in excess of the exercise price (the amount paid for the shares) will be taxed to the optionee as a long-term capital gain and any loss realized will be a long-term capital loss, and no deduction will be allowed to the Company for federal income tax purposes.

If shares of Common Stock acquired upon the exercise of an incentive stock option are disposed of prior to the expiration of the two-year and one-year holding periods described above (a “disqualifying disposition”), the optionee generally will recognize ordinary income in the year of disposition in an amount equal to the excess (if any) of the fair market value of the shares on the date of exercise over the exercise price of the underlying options, and the Company will be entitled to deduct such amount. If the shares of Common Stock acquired upon exercise of an incentive stock option decline in value after the date of exercise, however, the ordinary income recognized by the optionee is limited to the difference between the sales price and the amount paid for the shares. Any gain realized from the sale of shares in excess of the amount taxed as ordinary income will be taxed as capital gain and will not be deductible by the Company.

An incentive stock option will not be eligible for the tax treatment described above if it is exercised more than three months following termination of employment, except in certain cases where the incentive stock option is exercised after the death or permanent and total disability of the optionee. If an incentive stock option is exercised at a time when it no longer qualifies for the tax treatment described above, the option will be treated as a nonqualified stock option.

*Nonqualified Stock Options.* No taxable income is recognized by the optionee at the time a nonqualified stock option is granted under the 2014 Equity Plan. Generally, on the date of exercise of a nonqualified stock option, ordinary income is recognized by the optionee in an amount equal to the difference between the exercise price and the fair market value of the shares on the date of exercise, and the Company receives a tax deduction for the same amount. Upon disposition of the shares acquired, an optionee generally recognizes the appreciation or depreciation on the



shares after the date of exercise as either short-term or long-term capital gain or loss depending on how long the shares have been held.

If the stock received upon exercise of an option or stock appreciation right is subject to a substantial risk of forfeiture, the income and the deduction, if any, associated with such award may be deferred in accordance with the rules described below for restricted stock. In general, Common Stock issued upon exercise of an option or stock appreciation right granted under the 2014 Equity Plan will be transferable and not subject to a risk of forfeiture at the time issued.

*Stock Appreciation Rights.* No income will be recognized by a participant in connection with the grant of a stock appreciation right. When the stock appreciation right is exercised, the participant generally will be required to include as taxable ordinary income in the year of such exercise an amount equal to the amount of cash received and the fair market value of any stock received. The Company generally will be entitled to a deduction equal to the amount includable as ordinary income by such participant.

*Restricted Stock.* A recipient of restricted stock generally will be subject to tax at ordinary income rates on the excess of the fair market value of the stock (measured at the time the stock is either transferable or is no longer subject to forfeiture) over the amount, if any, paid for such stock. However, a recipient who elects under Section 83(b) of the Code within 30 days of the date of issuance of the restricted stock to be taxed at the time of issuance of the restricted stock will recognize ordinary income on the date of issuance equal to the fair market value of the shares of restricted stock at that time (measured as if the shares were unrestricted and could be sold immediately), minus any amount paid for such stock. If the shares subject to such election are forfeited, the recipient will be entitled to a capital loss for tax purposes only for the amount paid for the forfeited shares, not the amount recognized as ordinary income as a result of the Section 83(b) election. The holding period to determine whether the recipient has long-term or short-term capital gain or loss upon sale of shares begins when the forfeiture period expires (or upon issuance of the shares, if the recipient elected immediate recognition of income under Section 83(b) of the Code). The Company generally will be entitled to a deduction equal to the amount that is taxable as ordinary compensation income to the participant.

*Restricted Stock Units.* A participant who is awarded restricted stock units will not recognize income at the time of grant. When a participant receives payment for restricted stock units in shares of Common Stock or cash, the fair market value of the shares or the amount of the cash received will be ordinary income to the participant and will be allowed as a deduction for federal income tax purposes to the Company. However, if there is a substantial risk that any shares of Common Stock used to pay out earned restricted stock units will be forfeited (for example, because the Committee conditions such shares on the performance of future services), the taxable event is deferred until the risk of forfeiture lapses. In this case, the participant can elect to make an election under Section 83(b) of the Code, as described above. The Company can take a deduction for federal income tax purposes at the time the ordinary income is recognized by the participant.

*Other Stock-Based Awards.* The federal income tax treatment of other stock-based awards which may be granted under the 2014 Equity Plan will depend on the specific terms of such awards.

*Performance Awards.* A participant generally will not recognize income, and the Company will not be allowed a tax deduction, at the time performance awards are granted, so long as the awards are subject to a substantial risk of forfeiture. When the participant receives or has the right to receive cash, stock or other property in settlement of a performance award, the cash amount or the fair market value of the stock or other property will be ordinary income to the participant, and the Company will be allowed a corresponding federal income tax deduction at that time.

*Section 409A of the Code.* The 2014 Equity Plan permits the grant of various types of incentive awards, which may or may not be exempt from Section 409A of the Code. If an award is subject to Section 409A, and if the requirements of Section 409A are not met, the taxable events as described above could apply earlier than described, and could result in the imposition of additional taxes and penalties. Restricted stock awards, and stock options and stock appreciation rights that comply with the terms of the 2014 Equity Plan and do not have a deferral feature, are generally exempt from the application of Section 409A. Stock units and other stock-based awards generally are subject to Section 409A unless they are designed to satisfy the short-term deferral exemption under such law. If not exempt, such awards will be specially designed or may be amended, or the 2014 Equity Plan may be amended, to meet the requirements of Section 409A in order to avoid early taxation and penalties.

*Parachute Payments.* The acceleration of the vesting or payment of an award under the 2014 Equity Plan in connection with a change in control of the Company may, depending upon the individual circumstances of the participant, cause certain amounts attributable thereto to be treated as “excess parachute payments” as defined in Section 280G of the Code. “Excess parachute payments” are non-deductible by the Company for purposes of the Code and subject the employee to a 20% federal excise tax thereon in addition to regular income taxes.

*Withholding.* The Company or any affiliate is authorized to withhold from any award under the 2014 Equity Plan, from any payment due or transfer made under any award or from any compensation or other amount owing to a participant the amount (in cash, shares, other securities, other awards or other property) of any applicable withholding taxes in respect of any award, its exercise or any payment or transfer under an award or under the 2014 Equity Plan and to take such other action as may be necessary in the opinion of the Company to satisfy all obligations for the payment of such taxes.

*The above description of tax consequences is necessarily general in nature and does not purport to be complete. Moreover, statutory provisions are subject to change (in some cases retroactively), as are their interpretations, and their application may vary in individual circumstances. Finally, the consequences under applicable state and local income tax laws may not be the same as under federal income tax laws.*

**Our Board of Directors unanimously recommends that you vote “FOR” approval of the Amendments to the 2014 Equity Incentive Plan, increasing in the number of shares available for grant under the plan (Proposal No. 3 on the enclosed proxy card).**

#### **PROPOSAL FOUR - RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has selected Marcum LLP as the independent registered public accounting firm to perform the audit of the Company's financial statements for the year ending December 31, 2023. Marcum LLP has audited the Company's financial statements since May 2009.

The Board is asking the stockholders to ratify the selection of Marcum LLP as the Company's independent registered public accounting firm for 2023. Although not required by law or the Company's Amended and Restated Bylaws, the Board is submitting the selection of Marcum LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee may reconsider whether it should appoint another independent registered public accounting firm. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

#### **Audit and Non-Audit Services**

The Audit Committee is directly responsible for the appointment, compensation and oversight of the Company's independent auditor. The Audit Committee understands the need for Marcum LLP to maintain objectivity and independence in its audits of the Company's financial statements. The Audit Committee understands that Marcum LLP did not provide any non-audit services in 2022 or 2021.

The following table presents fees billed or expected to be billed for professional services rendered by the Company's independent registered public accountant for the years ended December 31, 2022, and 2021, and fees billed for other services rendered during those periods.

	<b>Year Ended December 31,</b>	
	<b><u>2022</u></b>	<b><u>2021</u></b>
Audit Fees (1)	\$87,500	\$ 82,400
Audit Related Fees (2)	-	-
Tax Fees (3)	-	-
All Other Fees (4)	-	-

(1) Audit fees were principally for audit work performed on our annual financial statements and review of our interim financial statements.

(2) There were no "audit-related services" during the period.

(3) There were no "tax services" during the period.

(4) There were no "other services" during the period.

### **Pre-Approval Policies and Procedures**

To help ensure the independence of our independent registered public accounting firm, all audit and permitted non-audit services, including the fees and terms thereof, to be performed by our independent registered public accounting firm must be approved in advance by the Audit Committee, except that the Audit Committee may delegate to one or more of its members the authority to grant the required approvals.

### **Independence Issues**

There are no officers or directors of the Company that have a direct or indirect substantial interest in the proposal to ratify the appointment of the Company's independent registered accounting firm for the year ending December 31, 2023.

**The Board of Directors recommends that stockholders vote "FOR" the ratification of the appointment of Marcum LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023. (Proposal No. 4 on the enclosed proxy card).**

## SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth certain information regarding the ownership of our common stock and other classes of voting securities as of May 8, 2023 by (a) each current director or director nominee; (b) each executive officer; and (c) all of our current executive officers, directors and nominees as a group.

Name	Number of Shares Beneficially Owned (1)	Percentage of Shares Beneficially Owned (2)
Jack Britts	1,520,966(3)	2.8%
Joe Heimbrock	10,737,438(4)	17.0%
Sara Mannix	899,659(5)	1.6%
Joseph Peters	3,357,796(6)	5.8%
Tim Reilly	14,191,809(7)	22.2%
Daniel Seliga	3,708,020(8)	6.5%
All executive officers, directors and nominees as a group	34,415,688	43.3%

- (1) This table is based upon information supplied by officers, directors and nominees. Unless otherwise indicated, this table includes shares owned by a spouse, minor children and relatives sharing the same home, as well as the entities owned or controlled by the named person. This table also includes shares if the named person has the right to acquire those shares within 60 days after May 8, 2023, by the exercise of any warrant, stock option, or other right. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned.
- (2) Applicable percentages are based on 54,342,592 shares of common stock outstanding on May 8, 2023, adjusted as required by rules promulgated by the SEC. There were 517,359 shares of Series B Preferred Stock outstanding on May 8, 2023, which shares are convertible into 7,656,914 shares of common stock, based on a conversion factor of 14.8. There were \$2,200,000 of convertible notes outstanding on May 8, 2023, which convertible notes are convertible into 17,708,338 shares of common stock based on conversion prices ranging from \$0.12 and \$0.14 per share. The shares of common stock and shares underlying convertible preferred stock, convertible notes payable, stock options and warrants are deemed outstanding for purposes of computing the percentage of the person holding such convertible preferred stock, convertible notes payable and/or stock options or warrants, but are not deemed outstanding for the purpose of computing the percentage of any other person.
- (3) Includes options to purchase 704,637 shares of common stock.
- (4) Consists of (i) 2,072,779 shares of common stock, (ii) option to purchase 735,365 shares of common stock, (iii) 494,913 shares of Series B Preferred Stock convertible into 7,324,713 shares of common stock, and (iv) warrants to purchase 604,581 shares of common stock. The shares of common stock and options are owned by Joe Heimbrock individually and the shares of Series B Preferred Stock and warrants are owned by MVI Partners, LLC, an Ohio limited liability company (“MVI”). Mr. Heimbrock serves as a managing member of MVI and thus may be deemed to possess shared voting and dispositive power over the shares of Series B Preferred Stock. The address of Mr. Heimbrock and MVI is 3964 Brunswick Court, Erlanger, Kentucky 41018.

- (5) Includes options to purchase 556,817 shares of common stock.
- (6) Includes options to purchase 3,074,333 shares of common stock.
- (7) Consists of (i) 4,733,695 shares of common stock. Mr. Reilly owns 1,871,047 shares directly. The remaining shares are owned by Melrose Capital Advisors, LLC, an Ohio limited liability company (“Melrose”), which owns 573,826 shares and Dellave Holdings LLC, an Ohio limited liability company (“Dellave”), which owns 2,253,528 shares, (ii) options to purchase 704,637 shares of common stock, (iii) warrants to purchase 63,000 shares of common stock, (iv) a \$1.0 million promissory note convertible into 8,333,334 shares of common stock and (v) a \$50,000 promissory note convertible into 357,143 shares of common stock. Mr. Reilly serves as the managing member of Melrose and Dellave, and thus may be deemed to possess shared voting and dispositive power over the shares of common stock owned by Melrose and Dellave. The address of Mr. Reilly, Melrose and Dellave is 1085 Gulf of Mexico Drive, Longboat Key, FL 34228.
- (8) Includes options to purchase 2,666,666 shares of common stock.

### **STOCKHOLDER PROPOSALS FOR ANNUAL MEETING**

The date of this year’s Annual Meeting is being held more than 30 days prior to the one year anniversary of last year’s annual meeting. Thus, under our Amended and Restated Bylaws, stockholder proposals for consideration at this year’s Annual Meeting must be submitted no later than 10 days after public notice of the meeting was first given on April 18, 2023, or by April 28, 2023. Stockholder proposals intended for consideration at next year’s annual meeting must be received between March 4, 2024 and April 3, 2024 (unless the date of the meeting is held more than 30 days prior or 30 days after the one year anniversary of this year’s Annual Meeting). Stockholder proposals must be timely submitted and should be directed to the Corporate Secretary, HealthWarehouse.com, Inc., 7107 Industrial Road, Florence, Kentucky 41042 and must comply with the informational requirements of our Amended and Restated Bylaws.

### **ANNUAL REPORT**

A copy of the Company’s 2022 Annual Report, which includes the audited financial statements of the Company for 2022 and 2021, is available in the Investor Relations section of our website at [www.healthwarehouse.com](http://www.healthwarehouse.com) or at [www.otcm Markets.com](http://www.otcm Markets.com) and [www.proxyvote.com](http://www.proxyvote.com). Such annual report is not part of the proxy solicitation materials.

### **OTHER BUSINESS**

Management is not aware of any business that may properly come before the Annual Meeting other than those matters described above in this proxy statement. However, if any other matters should properly come before the Annual Meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.