EMPERY DIGITAL INC.
ANNUAL MEETING OF STOCKHOLDERS

October 14, 2026

RULES OF CONDUCT AND PROCEDURES

Welcome to the Annual Meeting of Stockholders (the "Annual Meeting") of **EMPERY DIGITAL INC.** (the "Company"). It is our desire to conduct a fair and informative Annual Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. Our Company's bylaws describe requirements for meetings of our stockholders and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements.

2. Because this is a meeting of our stockholders, only our stockholders are permitted to ask questions during the Annual Meeting. You need to have held stock as of the close of business on the record date of September 2, 2026 to vote or submit questions while participating in the virtual Annual Meeting. To vote or submit questions, please login a s a Stockholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.

3. We will strictly follow the Agenda as we conduct the meeting.

4. If a stockholder has a question about one of the matters in the Agenda to be voted on by the stockholders at the Annual Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. We will answer questions on any matters in the Agenda to be voted on by the stockholders at the Annual Meeting before the voting is closed.

5. To allow us to answer questions from as many stockholders as possible, we will limit each stockholder to 2 questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.

6. Stockholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all stockholders will be paramount. The Company does not intend to address any questions that are, among other things:

    - irrelevant to the business of the Company or to the business of the Annual Meeting;
    - related to material non-public information of the Company;
    - related to personal grievances;
    - derogatory references to individuals or that are otherwise in bad taste;
    - repetitious statements already made by another stockholder;
    - in furtherance of the stockholder's personal or business interests; or
    - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Corporate Secretary in their reasonable judgment.

7. To maintain order and minimize background noise, all stockholder lines will be muted throughout the meeting, with speaking privileges restricted to the Chair, Corporate Secretary, designated speakers, and the Inspector of Election. In the event of technical difficulties or interruption of the virtual meeting platform, the Chair may declare a temporary recess. If the meeting cannot be resumed within 30 minutes, information regarding when and how the meeting will reconvene will be posted on the Company's Investor Relations website.

8. Only the proposals and director nominations set forth in the proxy materials and properly brought before the Annual Meeting in accordance with the Company's Bylaws will be considered. No other business, proposals, or floor nominations will be entertained. In addition, no procedural motions from the floor (including motions to adjourn, postpone, recess, or amend proposals) will be recognized or in order.

9. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting Investor Relations at investors@emperydigital.com.

10. Recording of the Annual Meeting by participants is prohibited.

Thank you for your cooperation and for joining the Empery Digital Inc. at the Annual Meeting.