

ENERGOUS CORPORATION
2020 ANNUAL MEETING OF STOCKHOLDERS
May 26, 2020

RULES AND PROCEDURES FOR CONDUCT OF ANNUAL MEETING

Thank you for participating in Energous Corporation's (the "*Company*") virtual Annual Meeting. In the interest of an orderly meeting, we ask you to honor the following rules of procedure:

1. General Matters

- a. The meeting will be a virtual meeting. If you would like to attend the virtual meeting, please go to www.virtualshareholdermeeting.com/WATT2020 15 minutes prior to the meeting start. Stockholders as of the record date (March 27, 2020) may login by entering the 16-digit control number sent to them previously. The meeting will begin at 10:00 a.m. Pacific Time.
- b. The Annual Meeting will be conducted by Stephen Rizzone, our President, Chief Executive Officer and a director of our board of directors, who will preside and make determinations with respect to the conduct of the Annual Meeting as the Chairman of the Annual Meeting.
- c. The only matters to be presented for a vote at the Annual Meeting are the proposals set forth in the Proxy Statement.
- d. Attendance at the Annual Meeting is limited to stockholders (or their proxy holders) of record on March 27, 2020 and invited guests, who must register before entering the virtual meeting room.
- e. Recording of this meeting is prohibited. A webcast playback will be available at www.virtualshareholdermeeting.com/WATT2020 within 24 hours after the conclusion of this meeting. The webcast playback will be available for approximately one year.
- f. While stockholders are encouraged to vote in advance of the meeting, they may also vote, or change their prior votes, via the website (once properly logged in) during the virtual Annual Meeting until the Secretary has announced that the polls have closed. Please note that if you have already voted by proxy there is no need to vote at the virtual Annual Meeting unless you wish to change your vote. No further voting will be permitted after the closing of the polls.

- g. Questions about voting your proxy or at the virtual Annual Meeting should be addressed to the Inspector of Elections who is in attendance at the Annual Meeting.

2. Statements and Questions

- a. There is no live question and answer session at the virtual Annual Meeting. Replies to the most relevant questions will be posted on the investor page of the Company's website at <https://ir.energous.com/> after the virtual Annual Meeting.
- b. After all matters have been presented, the Secretary will ask if there are any questions relating to the proposals.
- c. Only validated stockholders or proxyholders will be able to ask questions in the designated field on the web portal. When asking a question via the web portal, please identify yourself by your name and organization and state your status as a stockholder.
- d. Stockholders are limited to one question each.
- e. Questions will be answered at the discretion of the Secretary. Not all questions will be answered. General questions about the Company and questions that are irrelevant to the matters presented at this meeting will not be addressed.