

EMPERY DIGITAL INC.

CHARTER OF THE COMPENSATION COMMITTEE

MEMBERSHIP

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Empery Digital Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market (“**Nasdaq**”), and any other applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) or other qualifications as are established by the Board from time to time.

Each member of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to (a) oversight of the compensation and benefits of the Company’s executive officers and directors, (b) assessment of the Company’s compensation principles and philosophy, (c) administration of the Company’s compensation, benefit and equity-based plans as contemplated in this Charter and (d) to carry out such other responsibilities delegated by the Board.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. To review and establish the Company’s overall compensation strategy, including base salary, incentive compensation and equity-based grants, to provide for appropriate rewards and incentives for the Company’s executive officers, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel.
2. To annually review and recommend for approval by the Board the corporate goals and objectives applicable to the compensation of the Company’s co-Chief Executive Officers (“**Co-CEOs**”), evaluate at least annually the Co-CEOs’ performance in light of those goals and objectives, and recommend for approval by the Board, the Co-CEOs’ and other executive officers’ compensation level

based on this evaluation. In evaluating and determining Co-CEOs' compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") when such vote is required by Section 14A of the Exchange Act. The Co-CEOs may not be present during any voting or deliberations by the Committee on their compensation.

3. To review and recommend for approval by the Board the compensation of the officers of the Company who report directly to the Co-CEOs, all officers who are subject to Section 16 of the Exchange Act, and any other executive with the title Senior Vice President or above (collectively, the "**executive officers**"). In evaluating executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
4. To review and approve (or recommend to the Board) all employment contracts and other compensation, severance and change-in-control arrangements, agreements or terms for executive officers.
5. To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
6. To the extent such disclosure is required by the Exchange Act, to review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
7. To review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Co-CEOs and other executive officers.
8. To monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers

9. To review, consider and select, to the extent the Committee determines advisable, a peer group for purposes of assessing compensation for executive officers and/or non-employee directors.
10. To administer the Company's clawback policy, including the authority to amend, modify or terminate such policy and make recommendations to the Board regarding the adoption of any new policy.
11. To review and discuss annually the Company's compensation arrangements to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate any such risk.
12. To review the Company's strategies, initiatives and programs with respect to the Company's culture, talent recruitment, development and retention, employee engagement and diversity and inclusion.
13. To recommend to the Board any stock ownership guidelines for executive officers and non-employee directors, oversee compliance with such guidelines and periodically assess these guidelines and recommend revisions.
14. To the extent required by the Exchange Act, to review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
15. The Committee shall discuss with the Board, the Committee's assessment of the Company's performance of its annual objectives for the purpose of confirming the accuracy of the Company's financial statements, including compensation reserves and accruals.
16. To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.
17. To report its actions and any recommendations to the Board on a periodic basis.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as

determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, outside legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

When retaining or seeking advice from compensation consultants, outside legal counsel, and other advisors (other than the Company's in-house counsel), the Committee will consider factors relevant to the independence of such consultant, counsel, or other advisor from management, including the factors set forth in the Nasdaq rules then in effect and any other applicable laws, rules or regulations.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson (the “**Chairperson**”). The Committee shall meet as often as it deems necessary to perform its responsibilities. The Chairperson shall preside at each meeting. In the event the Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Co-CEOs and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. The Chairperson may represent the entire Committee, as a subcommittee, with respect to functions of the Committee undertaken between meetings. Any actions of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.