# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM 10-Q

**(Mark One)**

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2026**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**COMMISSION FILE NUMBER 001-36379**

# ENERGOUS CORPORATION

*(Exact name of registrant as specified in its charter)*

| **Delaware** | **46-1318953** |
|---|---|
| *(State of incorporation)* | *(I.R.S. Employer Identification No.)* |

**3590 North First Street, Suite 330, San Jose, CA 95134**
*(Address of principal executive office)* (Zip code)

**(408) 963-0200**
*(Registrant's telephone number, including area code)*

Securities registered pursuant to Section 12(b) of the Act:

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| Common Stock, $0.00001 par value | WATT | The Nasdaq Stock Market |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☐ | Accelerated filer | ☐ |
| Non-accelerated filer | ☑ | Smaller reporting company | ☑ |
| Emerging growth company | ☐ | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

As of November 9, 2026, there were 5,527,364 shares of our Common Stock, par value $0.00001 per share, outstanding.

**ENERGOUS CORPORATION**
**FORM 10-Q**
**FOR THE QUARTER ENDED SEPTEMBER 30, 2026**

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## PART I - FINANCIAL INFORMATION

### Item 1. Financial Statements

**Energous Corporation**
**CONDENSED BALANCE SHEETS**
**(in thousands, except share amounts)**

| | As of | |
|---|---|---|
| | September 30, 2026 (unaudited) | December 31, 2025 (1) |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 28,830 | $ 10,401 |
| Accounts receivable | 3,474 | 2,988 |
| Inventory | 4,550 | 1,509 |
| Prepaid expenses and other current assets | 4,855 | 422 |
| Total current assets | 41,709 | 15,320 |
| Property and equipment, net | 517 | 298 |
| Other assets | 429 | 252 |
| Operating lease right-of-use assets | 565 | 872 |
| Total assets | $ 43,220 | $ 16,742 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 2,111 | $ 954 |
| Accrued expenses | 2,233 | 2,095 |
| Operating lease liabilities, current portion | 563 | 491 |
| Short-term loan payable | 195 | 88 |
| Deferred revenue | 82 | 27 |
| Total current liabilities | 5,184 | 3,655 |
| Operating lease liabilities, long-term portion | 152 | 589 |
| Total liabilities | 5,336 | 4,244 |
| Commitments and contingencies (Note 8) | | |
| Stockholders' equity: | | |
| Preferred Stock, $0.00001 par value, 10,000,000 shares authorized as of September 30, 2026 and December 31, 2025; no shares issued or outstanding as of September 30, 2026 or December 31, 2025. | — | — |
| Common Stock, $0.00001 par value, 200,000,000 shares authorized as of September 30, 2026 and December 31, 2025; 5,527,073 and 2,200,240 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively. | 1 | 1 |
| Additional paid-in capital | 454,993 | 422,530 |
| Accumulated deficit | (417,110) | (410,033) |
| Total stockholders' equity | 37,884 | 12,498 |
| Total liabilities and stockholders' equity | $ 43,220 | $ 16,742 |

(1) The condensed balance sheet as of December 31, 2025 was derived from the audited balance sheet as of that date.

The accompanying notes are an integral part of these condensed financial statements.

**Energous Corporation**
**CONDENSED STATEMENTS OF OPERATIONS**
**(Unaudited)**
**(in thousands, except share and per share amounts)**

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Revenue, net | $ 3,400 | $ 1,272 | $ 9,571 | $ 2,590 |
| Cost of net revenue | 2,921 | 814 | 7,903 | 1,701 |
| Gross profit | 479 | 458 | 1,668 | 889 |
| Operating expenses: | | | | |
| Research and development | 1,182 | 897 | 3,331 | 3,189 |
| Sales and marketing | 547 | 499 | 1,716 | 1,792 |
| General and administrative | 1,511 | 1,245 | 4,352 | 3,426 |
| Severance expense | — | 8 | 69 | 403 |
| Expenses from abandoned financing transaction | — | — | — | 661 |
| Total operating expenses | 3,240 | 2,649 | 9,468 | 9,471 |
| Loss from operations | (2,761) | (2,191) | (7,800) | (8,582) |
| Other income (expense), net: | | | | |
| Change in fair value of warrant liability | — | (10) | — | 257 |
| Interest income (expense), net | 251 | 88 | 723 | 59 |
| Loss on retirement of property and equipment | — | — | — | (1) |
| Total other income (expense), net | 251 | 78 | 723 | 315 |
| Net loss | $ (2,510) | $ (2,113) | $ (7,077) | $ (8,267) |
| Basic and diluted loss per common share | $ (0.45) | $ (1.31) | $ (1.42) | $ (6.61) |
| Weighted average shares outstanding, basic and diluted | 5,527,072 | 1,610,246 | 4,978,691 | 1,251,192 |

The accompanying notes are an integral part of these condensed financial statements.

**Energous Corporation**
**CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**
**(Unaudited)**
**(in thousands, except share amounts)**

| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Total Stockholders' Equity (Deficit) |
|---|---|---|---|---|---|
| | Shares | Amount | | | |
| Balance as of January 1, 2026 | 2,200,240 | $ 1 | $ 422,530 | $ (410,033) | $ 12,498 |
| Stock-based compensation - restricted stock units ("RSUs") | — | — | 50 | — | 50 |
| Issuance of shares for RSUs | 1,131 | — | — | — | — |
| Issuance of shares in an at-the-market ("ATM") placement, net of $1,013 in issuance costs | 3,299,728 | — | 31,867 | — | 31,867 |
| Net loss | — | — | — | (1,656) | (1,656) |
| Balance as of March 31, 2026 | 5,501,099 | 1 | 454,447 | (411,689) | 42,759 |
| Stock-based compensation – RSUs | — | — | 62 | — | 62 |
| Issuance of shares for RSUs | 2,041 | — | — | — | — |
| Warrants exercised | 23,931 | — | 237 | — | 237 |
| Issuance costs from ATM | — | — | (54) | — | (54) |
| Net loss | — | — | — | (2,911) | (2,911) |
| Balance as of June 30, 2026 | 5,527,071 | 1 | 454,692 | (414,600) | 40,093 |
| Stock-based compensation – RSUs | — | — | 308 | — | 308 |
| Issuance of shares for RSUs | 2 | — | — | — | — |
| Issuance costs from ATM | — | — | (7) | — | (7) |
| Net loss | — | — | — | (2,510) | (2,510) |
| Balance as of September 30, 2026 | 5,527,073 | $ 1 | $ 454,993 | $ (417,110) | $ 37,884 |

| | Common Stock | | Additional Paid-in Capital | Accumulated Deficit | Total Stockholders' Equity (Deficit) |
|---|---|---|---|---|---|
| | Shares | Amount | | | |
| Balance as of January 1, 2025 | 452,533 | $ 1 | $ 399,362 | $ (400,440) | $ (1,077) |
| Stock-based compensation – RSUs | — | — | 111 | — | 111 |
| Issuance of shares for RSUs | 1,315 | — | — | — | — |
| Shares issued to vendor for services | 2,500 | — | 25 | — | 25 |
| Issuance of shares in an ATM placement, net of $940 in issuance costs | 623,440 | — | 13,803 | — | 13,803 |
| Net loss | — | — | — | (3,366) | (3,366) |
| Balance as of March 31, 2025 | 1,079,788 | 1 | 413,301 | (403,806) | 9,496 |
| Stock-based compensation - RSUs | — | — | 97 | — | 97 |
| Issuance of shares for RSUs | 2,451 | — | — | — | — |
| Issuance of shares in an ATM placement, net of $107 in issuance costs | 226,446 | — | 1,969 | — | 1,969 |
| Net loss | — | — | — | (2,788) | (2,788) |
| Balance as of June 30, 2025 | 1,308,685 | 1 | 415,367 | (406,594) | 8,774 |
| Stock-based compensation – RSUs | — | — | 40 | — | 40 |
| Issuance of shares for RSUs | 59 | — | — | — | — |
| Warrants exercised | 47,764 | — | 364 | — | 364 |
| Reclassification of warrant liability upon warrant exercise | — | — | 101 | — | 101 |
| Pre-funded warrants exercised | 115,347 | — | — | — | — |
| Issuance of shares in a sale of common stock, pre-funded warrants and warrants, net of $520 in issuance costs | 120,000 | — | 4,116 | — | 4,116 |
| Issuance of shares in an ATM placement, net of $104 in issuance costs | 232,989 | — | 2,444 | — | 2,444 |
| Net loss | — | — | — | (2,113) | (2,113) |
| Balance as of September 30, 2025 | 1,824,844 | $ 1 | $ 422,432 | $ (408,707) | $ 13,726 |

The accompanying notes are an integral part of these condensed financial statements.

**Energous Corporation**
**CONDENSED STATEMENTS OF CASH FLOWS**
**(Unaudited)**
**(in thousands)**

| | For the nine months ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Cash flows from operating activities: | | |
| Net loss | $ (7,077) | $ (8,267) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 131 | 111 |
| Stock-based compensation | 420 | 248 |
| Accrued interest | — | 20 |
| Amortization of short-term loan fees | — | 39 |
| Change in fair value of warrant liability | — | (257) |
| Loss on retirement of property and equipment | — | 1 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (486) | (1,163) |
| Inventory | (3,041) | (739) |
| Prepaid expenses and other current assets | (4,081) | 87 |
| Other assets | (177) | — |
| Operating lease right-of-use assets (“ROUs”) | 307 | 478 |
| Accounts payable | 1,157 | (572) |
| Accrued expenses | 138 | 421 |
| Accrued severance expense | — | (28) |
| Operating lease liabilities | (365) | (394) |
| Deferred revenue | 55 | 3 |
| Net cash used in operating activities | (13,019) | (10,012) |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (350) | (43) |
| Net cash used in investing activities | (350) | (43) |
| Cash flows from financing activities: | | |
| Repayments of short-term loan | — | (873) |
| Repayments of financed insurance | (245) | (223) |
| Warrant exercises | 237 | — |
| Net proceeds from exercise of warrant liability | — | 364 |
| Net proceeds from an ATM offering | 31,806 | 18,216 |
| Net proceeds from a sale of common stock and warrant issuance | — | 4,116 |
| Net cash provided by financing activities | 31,798 | 21,600 |
| Net increase in cash and cash equivalents | 18,429 | 11,545 |
| Cash, cash equivalents and restricted cash – beginning | 10,401 | 1,353 |
| Cash, cash equivalents and restricted cash – ending | $ 28,830 | $ 12,898 |
| | | |
| Supplemental disclosure of cash flow information: | | |
| Interest paid | $ 9 | $ 274 |
| Supplemental disclosure of non-cash investing and financing activities: | | |
| Increase in ROUs and operating lease liabilities from lease modification | $ — | $ 896 |
| Decrease in ROUs from shares issued to landlord | $ — | $ 25 |
| Accrued interest in short-term loan payable | $ — | $ 70 |
| Reclassification of warrant liability to equity upon warrant exercise | $ — | $ 101 |
| Financing of insurance premiums | $ 352 | $ 308 |

The accompanying notes are an integral part of these condensed financial statements.

**ENERGOUS CORPORATION**
**Notes to the Condensed Financial Statements**

## Note 1 - Business Organization, Nature of Operations

***Description of Business***

Energous Corporation d/b/a Energous Wireless Power Solutions (the "Company") pioneered the development of scalable, over-the-air Wireless Power Network ("WPN") technology that integrates advanced, proprietary semiconductor chipsets, software controls, hardware designs, and antenna systems to enable radio frequency ("RF")-based charging for ambient Internet of Things ("IoT") devices, transforming supply chain capabilities from limited tracking to overall business intelligence by creating a digital twin of the physical layer, providing real time visibility into an entity's operations. The Company's WPN technology consists of transmitter systems, receiver integrated circuits, and supporting software designed to deliver power and data to battery-free IoT devices across a range of operating distances and power levels. These capabilities support applications that require continuous operation without wired power connections or periodic battery replacement.

With a patent portfolio exceeding 300 patents, the Company's solutions support both near-field and at-a-distance wireless power transmission and include advanced receiver technology designed for use across multiple device categories. Applications include retail sensors, electronic shelf labels ("ESLs"), asset trackers, air quality monitors, motion detectors, and other monitoring solutions.

To date, the Company has developed and released multiple transmitter and battery-free receiver products. The Company's transmitters vary in form factors, power specifications, and operating frequencies, and our receivers are designed to support a range of wireless power-enabled device applications, including:

| Device Type | Application |
|---|---|
| RF Tags | Cold Chain, Asset Tracking, Medical IoT |
| Ambient IoT Sensors | Cold Chain, Logistics, Asset Tracking |
| ESLs | Retail and Industrial IoT |

The first WPN-enabled product featuring the Company's technology entered the market in 2019. In the fourth quarter of 2021, the Company commenced shipments of at-a-distance PowerBridge transmitter systems for commercial IoT applications and proof-of-concept deployments. In the second quarter of 2025, the Company introduced the battery-free e-Sense tag and the e-Compass cloud-based software platform, which together supported the first end-to-end wireless power-enabled IoT device monitoring and management solution. As the Company continues to innovate its technology applications, the Company anticipates the release of additional wireless power-enabled products.

***Reverse Stock Split***

On August 7, 2025, with the prior approval of stockholders at the Company's 2025 annual meeting of stockholders held on June 11, 2025, the Company announced that its Board of Directors (the "Board") had approved a reverse stock split of the Company's common stock at a ratio of 1-for-30, effective August 11, 2025 (the "Reverse Stock Split"). Upon effectiveness of the Reverse Stock Split, every thirty shares of issued and outstanding common stock held were combined into one share of common stock. No fractional shares were distributed as a result of the Reverse Stock Split and stockholders were entitled to a cash payment in lieu of fractional shares. Additionally, the par value of the Company's common stock did not change.

All information presented herein, unless otherwise indicated herein, reflects the Reverse Stock Split of the Company's outstanding shares of common stock, and all such amounts and corresponding conversion price or exercise price data set forth herein have been adjusted to give effect to such Reverse Stock Split.

**Note 2 – Liquidity and Management Plans**

During the three and nine months ended September 30, 2026, the Company generated revenue of $3.4 million and $9.6 million, respectively, and incurred net losses of $2.5 million and $7.1 million, respectively. During the three and nine months ended September 30, 2025, the Company generated revenue of $1.3 million and $2.6 million, respectively, and incurred net losses of $2.1 million and $8.3 million, respectively. Net cash used in operating activities was $13.0 million and $10.0 million for the nine months ended September 30, 2026 and 2025, respectively.

As of September 30, 2026, the Company had cash on hand of $28.8 million. In accordance with Accounting Standards Codification ("ASC") 205-40, "Presentation of Financial Statements—Going Concern," management has evaluated whether conditions or events, considered in the aggregate, raise questions about the Company's ability to continue as a going concern within one year after the date the financial statements are issued. Based on current operating levels and existing cash balances, management believes that the Company has sufficient liquidity to fund operations for at least the next twelve months.

As the Company gains traction in the market with its new technology and continues to invest capital in transitioning and scaling the business from research and development of new technologies to commercial production, there can be no assurance that its available resources and revenue generated from its business operations will be sufficient to sustain its operations, as adoption of this emerging technology by enterprise customers may take longer than expected. Accordingly, the Company may decide to pursue additional financing, which could include offerings of equity or debt securities, bank financing, commercial agreements with customers or strategic partners, and other alternatives, depending upon market conditions. There is no assurance that such financing will be available on terms that the Company would find acceptable, or at all. If the Company is unsuccessful in implementing this plan, the Company will be required to make further cost and expense reductions or modifications to its on-going operations and strategic plans.

The market for products using the Company's technology is broad and evolving, so the Company's success is dependent upon many factors, including customer acceptance of its existing products, technical feasibility of future products, regulatory approvals, the development of complementary technologies, competition and global market fluctuations.

**Note 3 – Summary of Significant Accounting Policies**

***Basis of Presentation***

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), and pursuant to the accounting and disclosure rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Certain information and note disclosures have been condensed or omitted pursuant to such rules and regulations. The unaudited condensed financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the periods presented. The results of operations for the three and nine months ended September 30, 2026 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2026, or for other future periods.

These interim unaudited condensed financial statements should be read in conjunction with the audited financial statements and notes thereto for the fiscal year ended December 31, 2025 included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on March 26, 2026 (the "2025 Annual Report"). The accounting policies used in preparing these interim unaudited condensed financial statements are consistent with those described in the 2025 Annual Report.

***Reclassifications***

Certain reclassifications have been made to the fiscal year 2025 financial statements notes to conform to the 2026 presentation. These reclassifications relate to the presentation of certain amounts within the accompanying notes to the financial statements and had no impact on total assets, total liabilities, stockholders' equity, or net loss.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements as well as the reported amounts of revenue and expenses during the reporting periods.

**Note 3 – Summary of Significant Accounting Policies, continued**

The Company's significant estimates and assumptions include recognition of revenue, allowance for credit losses, sales returns reserve, inventory valuation, fair value of warrant liabilities, accounting for lease obligations and the valuation allowance on deferred tax assets. Some of these judgments can be subjective and complex, and, consequently, actual results may differ from these estimates. Although the Company believes that its estimates and assumptions are reasonable, they are based upon information available at the time the estimates and assumptions were made. Actual results could differ from those estimates.

***Concentration of Credit Risk***

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. As of September 30, 2026 and December 31, 2025, the Company had cash balances in various operating accounts in excess of federally insured limits. The Company maintains its cash and cash equivalents with what it considers high credit quality financial institutions.

Three customers accounted for approximately 78% of the Company's revenue for the three months ended September 30, 2026, and two customers accounted for approximately 55% of the Company's revenue for the nine months ended September 30, 2026. Three customers accounted for approximately 97% of the Company's revenue for the three months ended September 30, 2025, and two customers accounted for approximately 81% of the Company's revenue for the nine months ended September 30, 2025. Three customers accounted for approximately 79% of the Company's accounts receivable balance as of September 30, 2026. One customer accounted for approximately 99% of the Company's accounts receivable balance as of December 31, 2025. The Company does not require collateral or other security to support accounts receivable. To reduce risk, the Company's management performs ongoing credit evaluations of its customers' financial condition.

With the launch of its new U.S.-based contract manufacturer, the Company sourced products from one contract manufacturer during the third quarter of 2026 and two contract manufacturers during the nine months ended September 30, 2026 and one contract manufacturer during the three and nine months ended September 30, 2025.

***Cash and Cash Equivalents***

The Company considers all short-term, highly liquid investments with an original maturity at the date of purchase of three months or less to be cash equivalents.

***Warrants***

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") ASC 480, "Distinguishing Liabilities from Equity" ("ASC 480"), and ASC 815, "Derivatives and Hedging" ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's common stock, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded as a liability at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the statements of operations. The fair value of the warrants is estimated using an appropriate valuation model. Such warrant classification is also subject to re-evaluation at each reporting period.

Offering costs associated with warrants classified as liabilities are expensed as incurred and are presented as offering costs related to warrant liability in the statements of operations. Offering costs associated with the sale of warrants classified as equity are charged against proceeds received.

**Note 3 – Summary of Significant Accounting Policies, continued**

***Fair Value***

The Company follows ASC 820, "Fair Value Measurements" ("ASC 820"), which establishes a common definition of fair value to be applied when U.S. GAAP requires the use of fair value, establishes a framework for measuring fair value, and requires certain disclosure about such fair value measurements.

ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about what market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

- Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities to which the Company has access at a measurement date.

- Level 2: Observable inputs other than Level 1 quoted prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in an active market, quoted prices for identical assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3: Unobservable inputs for which little or no market data exists and for which the Company must develop its own assumptions regarding the assumptions that market participants would use in pricing the asset or liability, including assumptions regarding risk.

Because of the uncertainties inherent in the valuation of assets or liabilities for which there are no observable inputs, those estimated fair values may differ significantly from the values that may have been used had a ready market for the assets or liabilities existed.

The carrying amounts of the Company's financial assets and liabilities, such as cash, cash equivalents, prepaid expenses and other current assets, accounts payable and accrued expenses, are an approximate of their fair values because of the short maturity of these instruments. The carrying amounts of the Company's short-term debt and lease liabilities approximate fair value due to the market interest rates that these obligations bear and interest rates currently available to the Company. The Company's derivative liabilities recognized at fair value on a recurring basis are a Level 3 measurement (see Note 14 – Fair Value Measurement).

***Revenue Recognition***

The Company follows ASC 606, "Revenue from Contracts with Customers" ("Topic 606"). In accordance with Topic 606, the Company recognizes revenue using the following five-step approach:

1. Identify the contract with the customer.

2. Identify the performance obligations in the contract.

3. Determine the transaction price of the contract.

4. Allocate the transaction price to the performance obligations of the contract.

5. Recognize revenue when or as the performance obligations are satisfied.

The Company's net revenue consists of its single segment of wireless charging system solutions. The wireless charging system revenue consists of revenue from product development projects and production-level systems. (See Note 12 – Revenue Recognition for additional information on revenue disaggregation).

**Note 3 – Summary of Significant Accounting Policies, continued**

The Company recognizes the majority of its revenue upon shipment of the products it sells. Generally, there is a five-day return policy on the Company's shipment of products. Certain customer arrangements may include additional contractual rights of return which are evaluated and accounted for in accordance with Topic 606. The Company provides for future returns based on historical data, prior experience, current economic trends and changes in customer demand at the time revenue is recognized. Historically, the amount of returns has not been significant. Revenue associated with the e-Compass software platform and the related hardware bundle required to establish a functional end-to-end WPN is recognized ratably over the e-Compass subscription term, typically twelve months, beginning upon delivery of the hardware and granted access to the e-Compass platform. Additionally, the Company records revenue associated with product development projects that it enters into with certain customers. In general, these product development projects are complex, and the Company does not have certainty about its ability to achieve the project milestones. The achievement of a milestone generally requires the Company to satisfy the applicable performance obligation and obtain customer acceptance. The Company recognizes this revenue at the point in time at which the performance obligation is met. The payment associated with achieving the performance obligation is generally commensurate with the Company's effort or the value of the deliverable and is nonrefundable. Any deferred revenue is recognized upon achievement of the performance obligation or expiration of a support agreement. Payment terms for most customer invoices are a minimum of net 30 days. Product sales are usually subject to a warranty of a minimum of one year. Product warranties were insignificant for all periods presented.

***Shipping and Handling***

The Company reflects shipping and handling costs incurred to deliver products to customers as cost of net revenue. Amounts billed to customers for shipping and handling, including freight and logistics-related fulfillment services, are recognized as product revenue.

***Accounts Receivable***

The Company reviews its receivables for collectibility based on historical loss patterns, the aging of the receivables, current economic conditions, and other relevant credit risk factors. The Company also considers any changes to the financial condition of its clients and any other external market factors that could impact the collectibility of the receivables in the determination of the allowance for credit losses. Based on these assessments, the Company did not record an allowance for credit losses on its accounts receivable as of both September 30, 2026 and December 31, 2025.

***Inventory***

Inventory is stated at the lower of cost, determined using the weighted-average cost method, or net realizable value. Net realizable value is assessed at the end of each reporting period, and an adjustment is recorded, if necessary. At the point of loss recognition, a new lower cost basis for that inventory is established and subsequent changes in facts and circumstances do not result in the restoration or increase in the new cost basis.

***Research and Development***

Research and development expenses are charged to operations as incurred. The Company incurred research and development costs of $1.2 million and $3.3 million for the three and nine months ended September 30, 2026, respectively. The Company incurred research and development costs of $0.9 million and $3.2 million for the three and nine months ended September 30, 2025, respectively.

***Stock-Based Compensation***

The Company accounts for equity instruments issued to employees, board members and contractors in accordance with accounting guidance that requires awards to be recorded at their fair value on the date of grant and amortized over the vesting period of the award. The Company amortizes compensation costs on a straight-line basis over the requisite service period of the award, which is typically the vesting term of the equity instrument issued. Forfeitures are recorded as they occur.

**Note 3 – Summary of Significant Accounting Policies, continued**

***Income Taxes***

The Company follows the asset and liability method of accounting for income taxes under ASC 740, "Income Taxes" ("ASC 740"). Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between consolidated financial statement carrying amounts and the tax basis of existing assets and liabilities and net operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company continues to assess the need for a valuation allowance on the deferred tax assets by evaluating both positive and negative evidence that may exist. Any adjustment to the valuation allowance on deferred tax assets would be recorded in the statements of operations for the period that the adjustment is determined to be required.

The Company accounts for uncertain tax positions in accordance with ASC 740. Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards. The guidance from ASC 740 also discusses the classification of related interest and penalties on income taxes. The Company's policy is to record interest and penalties on uncertain tax positions as a component of income tax expense.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was signed into law. Among other provisions, this act includes permanently extending and modifying certain expiring provisions of the 2017 Tax Cuts and Jobs Act and immediate expensing of domestic research and development expenses. The Company does not expect the OBBBA to have a material impact on its financial statements.

***Net Loss Per Common Share***

Basic net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per common share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of warrants (using the treasury stock method) and the vesting of RSUs. The computation of diluted net loss per common share excludes potentially dilutive securities of 1,028,513 and 688,726 for the three and nine months ended September 30, 2026 and 2025, respectively, because their inclusion would be anti-dilutive.

Potentially dilutive securities outlined in the table below have been excluded from the computation of diluted net loss per share because the effect of their inclusion would have been anti-dilutive.

| | For the three and nine months ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Warrants issued to investors | 653,497 | 677,428 |
| RSUs | 375,016 | 11,298 |
| Total potentially dilutive securities | 1,028,513 | 688,726 |

For the three and nine months ended September 30, 2026, the table above includes 633,111 warrants expiring on September 10, 2030, which have an exercise price of $7.79 per share, and 20,386 warrants expiring on September 10, 2030, which have an exercise price of $9.90 per share. For the three and nine months ended September 30, 2025, the table above includes 633,111 warrants expiring on September 10, 2030, which have an exercise price of $7.79 per share and 44,317 warrants expiring on September 10, 2030, which have an exercise price of $9.90 per share.

**Note 3 – Summary of Significant Accounting Policies, continued**

***Property and Equipment***

Property and equipment are stated at cost and are depreciated using the straight-line method over the useful lives (in years) of the related asset. The Company currently uses the following estimated useful lives for depreciating property and equipment: computer software – 1-2 years, machinery, equipment and computer hardware – 3 years, furniture and fixtures – 7 years, leasehold improvements – shorter of estimated life or remaining life of the lease.

***Leases***

The Company determines if an arrangement is a lease at the inception of the arrangement. The Company applies the short-term lease recognition exemption and recognizes lease payments in profit or loss at lease commencement for facility or equipment leases that have a lease term of 12 months or less and do not include a purchase option whose exercise is reasonably certain. Operating leases are included in ROU assets and operating lease liabilities.

ROU assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are measured and recorded at the service commencement date based on the present value of lease payments over the lease term. The Company uses the implicit interest rate when readily determinable; however, most leases do not establish an implicit rate, so the Company uses an estimate of the incremental borrowing rate based on the information available at the time of measurement. Lease expense for lease payments is recognized on a straight-line basis over the lease term. See Note 8 – Commitments and Contingencies, *Operating Leases* for further discussion of the Company's operating leases.

***Segments***

The Company has one operating segment and one reportable segment. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer and Chief Financial Officer. The CODM reviews financial information on a regular basis for purposes of allocating resources and evaluating financial performance. The CODM also reviews and utilizes functional expenses, such as cost of net revenue, research and development, sales and marketing, and general and administrative, to manage the Company's operations. All long-lived assets are located in the United States and substantially all revenue is primarily attributed to customers based in the United States and Europe.

***Adoption of New Accounting Standard***

In July 2025, the FASB issued Accounting Standards Update ("ASU") 2025-05, "Measurement of Credit Losses for Accounts Receivable and Contract Assets," which provides a practical expedient to measure credit losses on accounts receivable and contract assets. The ASU is effective for annual periods beginning after December 15, 2025, and interim periods within those annual reporting periods. Early adoption is permitted. The Company adopted this standard on January 1, 2026. The adoption of this standard did not have a material impact on the Company's financial statements and related disclosures.

***Recent Accounting Pronouncements, Not Yet Adopted***

In November 2024, the FASB issued ASU No. 2024-03, "Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses." This ASU requires the disaggregation of certain expenses in the notes to the financial statements to provide enhanced transparency into the expense captions presented on the face of the income statement. This ASU is effective on a prospective basis for fiscal years beginning after December 15, 2026 and for interim periods beginning after December 15, 2027, with early adoption permitted. This ASU may be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the new standard on the Company's financial statements and related disclosures.

**Note 3 – Summary of Significant Accounting Policies, continued**

In December 2025, the FASB issued ASU 2025-11, "Interim Reporting (Topic 270): Narrow-Scope Improvements," which intends to improve the navigability of the guidance in ASC 270, "Interim Reporting" ("ASC 270") and clarify when it applies. The amendments also provide additional guidance on what disclosures should be provided in interim reporting periods. The guidance is effective for fiscal years beginning after December 15, 2027, including interim periods within those fiscal years, and permits prospective or full retrospective adoption. Early adoption is permitted. The Company is evaluating the impact of this guidance on its financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-12, "Codification Improvements," which addresses suggestions received from stakeholders regarding the Accounting Standards Codification and makes other incremental improvements to U.S. GAAP. The update represents changes to the Codification that clarify, correct errors in or make other improvements to a variety of topics that are intended to make it easier to understand and apply. ASU 2025-12 is effective for fiscal years beginning after December 15, 2026 and interim periods within those fiscal years. Entities are required to apply the amendments to ASC 260, "Earnings Per Share" ("ASC 260"), retrospectively. All other amendments may be applied prospectively or retrospectively. Early adoption is permitted. The Company is evaluating the impact of this guidance on its financial statements and related disclosures.

Management has reviewed other recently issued accounting pronouncements issued or proposed by the FASB and does not believe any of these accounting pronouncements has had or will have a material impact on the condensed financial statements.

**Note 4 – Prepaid Expenses and Other Current Assets**

Below is a summary of the Company's prepaid expenses and other current assets as of September 30, 2026 and December 31, 2025 (in thousands):

| | Balance as of | |
|---|---|---|
| | September 30, 2026 | December 31, 2025 |
| Deposit with contract manufacturers | $ 4,333 | $ 21 |
| Deposit for intellectual property renewals | 182 | 106 |
| Prepaid subscriptions | 20 | 13 |
| Prepaid insurance | 200 | 152 |
| Prepaid software and support | 39 | 24 |
| Tradeshow deposits | 40 | 6 |
| Deferred cost of net revenue | 6 | 54 |
| Other | 35 | 46 |
| Total | $ 4,855 | $ 422 |

In addition to the prepaid expenses and other current assets disclosed above, the Company had $0.4 million and $0.3 million in other assets relating to deposits for intellectual property renewals as of September 30, 2026 and December 31, 2025, respectively.

**Note 5 – Inventory**

Below is a summary of the Company's inventory as of September 30, 2026 and December 31, 2025 (in thousands):

| | Balance as of | |
|---|---|---|
| | September 30, 2026 | December 31, 2025 |
| Raw materials | $ 1,063 | $ 679 |
| Work-in-process | 75 | 109 |
| Finished goods | 3,412 | 721 |
| Total | $ 4,550 | $ 1,509 |

**Note 6 – Property and Equipment**

Below is a summary of the Company's property and equipment as of September 30, 2026 and December 31, 2025 (in thousands):

| | Balance as of | |
|---|---|---|
| | September 30, 2026 | December 31, 2025 |
| Machinery, equipment and computer hardware | $ 1,912 | $ 1,562 |
| Computer software | 1,055 | 1,055 |
| Furniture and fixtures | 206 | 206 |
| Leasehold improvements | 424 | 424 |
| | 3,597 | 3,247 |
| Less – accumulated depreciation | (3,080) | (2,949) |
| Total property and equipment, net | $ 517 | $ 298 |

The Company did not have any disposals of property and equipment during the three or nine months ended September 30, 2026. The Company disposed of an aggregate of $1.4 million of fully depreciated assets during the nine months ended September 30, 2025. Total depreciation and amortization expense of the Company's property and equipment was approximately $0.1 million for both the nine months ended September 30, 2026 and 2025, of which an immaterial amount was included in cost of net revenue during each period.

**Note 7 – Accrued Expenses**

Below is a summary of the Company's accrued expenses as of September 30, 2026 and December 31, 2025 (in thousands):

| | Balance as of | |
|---|---|---|
| | September 30, 2026 | December 31, 2025 |
| Accrued compensation | $ 1,341 | $ 1,341 |
| Accrued purchased inventory received | 507 | 359 |
| Accrued stock registration expense | 30 | 186 |
| Customer deposits received | — | 32 |
| Accrued engineering expenses | 112 | 57 |
| Accrued legal expenses | 30 | 30 |
| Accrued facility expenses | 31 | — |
| Accrued shipping | 48 | — |
| Sales returns reserve | 27 | — |
| Other accrued expenses | 107 | 90 |
| Total | $ 2,233 | $ 2,095 |

**Note 8 – Commitments and Contingencies**

***Operating Leases***

San Jose Lease

The Company leases office space for its corporate headquarters in San Jose, California under an operating lease.

On March 19, 2025, the Company entered into an amendment to the lease, which relocated the Company to a smaller suite within the same building and extended the lease term through December 31, 2027. The Company agreed to issue 2,500 shares of its common stock to the landlord upon signing the amendment as partial consideration for the amended lease and agreed to new monthly payments beginning October 2025 of approximately $37,000, escalating to approximately $46,000 during 2026 and $51,000 during 2027. As a result of the new lease amendment signed on March 19, 2025, the ROU asset and operating lease liability were both increased by approximately $0.9 million. The Company recorded lease expense of $0.1 million and $0.4 million for the three and nine months ended September 30, 2026 and 2025, respectively.

**Note 8 – Commitments and Contingencies, continued**

Operating Lease Commitments

The Company follows ASC 842, "Leases" ("Topic 842") and recognizes the required ROU assets and operating lease liabilities on its balance sheets. The Company anticipates having future total lease payments of $0.7 million through the fourth quarter of 2027. As of September 30, 2026, the Company has total operating lease right-of-use assets of $0.6 million, current operating lease liabilities of $0.6 million and long-term operating lease liabilities of $0.2 million. The weighted average remaining lease term is 1.25 years as of September 30, 2026.

A reconciliation of undiscounted cash flows to lease liabilities recognized as of September 30, 2026 is as follows (in thousands):

| As of September 30, 2026 | Amount |
|---|---|
| 2026 (three months remaining) | $ 139 |
| 2027 | 610 |
| Total future lease payments | 749 |
| Present value discount (8.0% weighted average) | (34) |
| Total operating lease liabilities | $ 715 |

***Litigation, Claims and Assessments***

The Company is from time to time involved in various disputes, claims, liens and litigation matters arising in the normal course of business. While the outcome of these disputes, claims, liens and litigation matters cannot be predicted with certainty, after consulting with legal counsel, management does not believe that the outcome of these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows.

***Employee Bonus Plans***

On January 12, 2026, the Board, on the recommendation of the Compensation Committee, approved the 2026 Corporate Bonus Plan (the "2026 Bonus Plan"), whereby employees' bonuses will be based upon achievement of performance objectives set by the Compensation Committee and paid annually. Employees must be continuously employed throughout the applicable performance period and payment date and achieve the performance objectives.

Under the 2026 Bonus Plan, the Compensation Committee is responsible for selecting the amounts of potential bonuses for executive officers and vice presidents and defining the annual performance metrics against which the bonus compensation will be measured. The level of achievement against pre-defined performance metrics is used to determine whether any such bonuses will be paid and whether those performance metrics have been satisfactorily achieved. The Company accrued $0.4 million and $1.0 million in bonus expense under the 2026 Bonus Plan during the three and nine months ended September 30, 2026, which the Company plans to pay during the first quarter of 2027.

On February 21, 2025, the Board, on the recommendation of the Compensation Committee, approved the 2025 Corporate Bonus Plan (the "2025 Bonus Plan"), whereby employees' bonuses will be based upon achievement of performance objectives set by the Compensation Committee and paid annually. Employees must be continuously employed throughout the applicable performance period and payment date and achieve the performance objectives.

Under the 2025 Bonus Plan, the Compensation Committee is responsible for selecting the amounts of potential bonuses for executive officers and vice presidents and defining the annual performance metrics against which the bonus compensation will be measured. The level of achievement against pre-defined performance metrics is used to determine whether any such bonuses will be paid and whether those performance metrics have been satisfactorily achieved. The Company accrued $0.2 million and $0.8 million in bonus expense under the 2025 Bonus Plan during the three and nine months ended September 30, 2025. Based upon achievement of the performance objectives, as approved by the Compensation Committee, payments due under the 2025 Bonus Plan were paid in February of 2026.

**Note 9 – Short-Term Debt**

***Financing for Insurance Premiums***

On April 29, 2025, the Company financed approximately $0.3 million in business insurance premiums to be repaid in nine installments of approximately $35,000 with a borrowing rate of 6.99% per year. On October 15, 2025, the Company financed approximately $0.1 million in cyber liability and additional insurance premiums, payable in 11 installments of approximately $6,000, at an annual interest rate of 6.09% per year. On April 6, 2026, the Company financed approximately $0.4 million in business insurance premiums, payable in 11 installments of approximately $33,000, at an annual interest rate of 6.15% per year. As of September 30, 2026, the Company had an outstanding balance of approximately $0.2 million on the financing for its insurance premiums with a weighted average borrowing rate of 6.15% per year.

**Note 10 – Capital Stock and Warrants**

***Authorized Capital***

The holders of the Company's common stock are entitled to one vote per share. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board out of legally available funds. Upon the liquidation, dissolution or winding up of the Company, holders of common stock are entitled to share ratably in all assets of the Company that are legally available for distribution.

***Financing***

2023 Offering

On March 28, 2023, the Company completed an underwritten offering pursuant to which it issued and sold an aggregate of (i) 13,750 shares of its common stock and (ii) warrants to purchase up to 13,750 shares of its common stock (the "2023 Warrants"), for net proceeds of $2.7 million, after deducting underwriting discounts, commissions and expenses payable by the Company. The 2023 Warrants were immediately exercisable upon issuance and had a term of six years and an initial exercise price of $240.00.

The Company allocated the proceeds received first to the 2023 Warrants based on the fair value of the 2023 Warrants as determined at initial measurement, with the remaining proceeds allocated to the shares of common stock (see Note 13 – Warrant Liability and Note 14 – Fair Value Measurements). Pursuant to the terms of the 2023 Warrants, the exercise price was adjusted to $49.80 and $9.00 during 2023 and 2024, respectively, and was further adjusted to $8.40 as of June 30, 2025. As of December 31, 2025, the 2023 Warrants had been fully exercised.

At-the-Market Offering Program

On June 21, 2024, the Company filed a prospectus supplement covering the offering, issuance and sale of up to $3.4 million in shares of the Company's common stock pursuant to an At the Market Offering Agreement, dated June 21, 2024, between the Company and H.C. Wainwright & Co., LLC (the "ATM Program").

On December 30, 2024, the Company filed a prospectus supplement for the issuance and sale of an additional $7.46 million in shares of common stock under the ATM Program. During January 2025, the Company sold 209,348 shares of its common stock under the ATM Program for net proceeds of approximately $7.0 million (net of commissions and other related offering expenses of approximately $0.4 million).

On January 6, 2025, the Company filed a prospectus supplement for the issuance and sale of an additional $6.6 million in shares of common stock under the ATM Program. During January and February 2025, the Company sold 343,465 shares of its common stock under the ATM Program for net proceeds of approximately $6.3 million (net of commissions and other related offering expenses of approximately $0.3 million).

On February 13, 2025, the Company filed a prospectus supplement for the issuance and sale of an additional $80.0 million in shares of common stock under the ATM Program. On September 10, 2025, the ATM Program was reduced to up to $70.0 million in shares of common stock. During the three months ended September 30, 2026, the Company did not sell any shares under the ATM Program. During the nine months ended September 30, 2026, the Company sold 3,299,728 shares of its common stock under the ATM Program for net proceeds of $31.8 million (net of commissions and other related offering expenses of $1.1 million). As of September 30, 2026, approximately $31.7 million in shares of common stock remained available for issuance under the ATM Program, subject to availability of authorized shares.

**Note 10 – Capital Stock and Warrants, continued**

2025 Offering

On September 10, 2025, the Company entered into a securities purchase agreement (the "Purchase Agreement") with an institutional investor (the "Investor"), providing for the issuance and sale by the Company, in a registered direct offering (the "2025 Offering"), of (i) 120,000 shares of the Company's common stock, (ii) pre-funded warrants to purchase up to 465,347 shares of common stock (the "2025 Pre-Funded Warrants"), and (iii) warrants to purchase up to an aggregate of 585,347 shares of common stock (the "2025 Warrants"). Each share of common stock and 2025 Pre-Funded Warrant was offered and sold together with an accompanying 2025 Warrant at a combined price of $7.92 per share of common stock or 2025 Pre-Funded Warrant and accompanying 2025 Warrant, as applicable. Each 2025 Pre-Funded Warrant and 2025 Warrant is exercisable at any time on or after the date of issuance to purchase one share of common stock at a price of either $0.00001 per share, in the case of the 2025 Pre-Funded Warrants, or $7.79 per share, in the case of the 2025 Warrants. The 2025 Pre-Funded Warrants expire when they are exercised in full and the 2025 Warrants expire five years from the date of issuance. As of September 30, 2026, no 2025 Pre-Funded Warrants and 585,347 2025 Warrants were outstanding.

The 2025 Offering closed on September 11, 2025. The Company received net proceeds of approximately $4.0 million from the 2025 Offering, after deducting placement agent fees and estimated offering expenses payable by the Company.

Pursuant to the Engagement Letter, dated as of July 9, 2024, as amended to date (the "Original Engagement Letter"), between the Company and H.C. Wainwright & Co., LLC ("Wainwright"), and the Engagement Letter Joinder Agreement, dated as of September 10, 2025 (the "Joinder Agreement" and, together with the Original Engagement Letter, the "Engagement Letter"), by and among the Company, Wainwright and Rodman & Renshaw LLC ("Rodman & Renshaw" and, together with Wainwright, the "Placement Agents"), the Company, in connection with the closing of the 2025 Offering, agreed to issue to the Placement Agents or their respective designees warrants (the "Registered Direct Offering Placement Agent Warrants") to purchase up to an aggregate of 40,974 shares of common stock. The Registered Direct Offering Placement Agent Warrants have substantially the same terms as the 2025 Warrants, except the Registered Direct Offering Placement Agent Warrants are exercisable at any time on or after the date of issuance to purchase one share of common stock at a price of $9.90 per share and the Registered Direct Offering Placement Agent Warrants expire on September 10, 2030. As of September 30, 2026, 18,848 shares of the Registered Direct Offering Placement Agent Warrants were still outstanding.

Warrant Inducement Offering

On September 10, 2025, in connection with the 2025 Offering, the Company entered into a letter agreement (the "Letter Agreement") with the Investor for the immediate exercise of the outstanding 2023 Warrants and 2024 Warrants (the "Original Warrants") to purchase an aggregate of 47,764 shares of common stock and having exercise prices of $6.7595 and $55.20 per share, respectively (the "Concurrent Warrant Exercise Transaction"). The 2023 Warrants were exercised at the exercise price of $6.8845 and the 2024 Warrants were exercised at a reduced exercise price of $7.92 per share for aggregate gross proceeds to the Company of approximately $0.4 million.

As consideration for the exercise of the 2023 Warrants and 2024 Warrants for cash, the Company issued new unregistered warrants (the "New Warrants") to purchase up to an aggregate of 47,764 shares of common stock at a fixed exercise price of $7.79 per share (the "New Warrant Shares"). The New Warrants are exercisable immediately upon issuance and will expire five years following the initial issuance date. The New Warrants are classified as equity warrants. Except as described herein, the New Warrants are substantially similar to the Original Warrants. The closing of the Concurrent Warrant Exercise Transaction occurred on September 11, 2025. As of September 30, 2026, the New Warrants remained outstanding.

Also pursuant to the Engagement Letter, the Company, in connection with the closing of the Concurrent Warrant Exercise Transaction, agreed to issue to the Placement Agents or their respective designees warrants (the "Concurrent Warrant Exercise Transaction Placement Agent Warrants") to purchase up to an aggregate of 3,343 shares of common stock. The Concurrent Warrant Exercise Transaction Placement Agent Warrants have substantially the same terms as the New Warrants, except the Concurrent Warrant Exercise Transaction Placement Agent Warrants are immediately exercisable to purchase one share of common stock at a price of $9.90 per share and the Concurrent Warrant Exercise Transaction Placement Agent Warrants expire on September 10, 2030. As of September 30, 2026, a total of 1,538 shares of the Concurrent Warrant Exercise Transaction Placement Agent Warrants were still outstanding.

**Note 10 – Capital Stock and Warrants, continued**

***Regulation A Offering***

On October 11, 2024, the Company filed a Regulation A Offering Statement on Form 1-A with an offering of a maximum of 166,667 Units (the "Regulation A Offering"), with each Unit consisting of one share of Series A Convertible Preferred Stock (initially convertible into two shares of common stock) and three common stock purchase warrants, two to each purchase one share of common stock at an exercise price of $45.00 per share and one to purchase one share of common stock at $60.00 per share, for an aggregate of 166,667 shares of Series A Convertible Preferred Stock (and 333,333 shares of common stock underlying the shares of Series A Convertible Preferred Stock) and warrants to purchase up to an aggregate of 333,333 shares of common stock at an exercise price of $45.00 per share and 166,667 shares of common stock at an exercise price of $60.00 per share, at an offering price of $45.00 per Unit, for a maximum offering amount of $7,500,000. The Regulation A Offering was qualified by the SEC on November 22, 2024.

On March 11, 2025, the Company withdrew the Regulation A Offering. No sales of Units were made pursuant to the Regulation A Offering. The Company's prepaid expenses and other current assets as of December 31, 2024 included approximately $0.3 million in prepaid financing expenses related to the Regulation A Offering. An additional $0.4 million in expenses related to the Regulation A Offering was recorded during the three months ended March 31, 2025. Upon termination of the Regulation A Offering, the Company recorded a one-time total write-off of $0.7 million as expenses related to an abandoned financing transaction during the nine months ended September 30, 2025.

***Common Stock Outstanding***

The Company's outstanding shares of common stock may occasionally include shares that are deemed delivered under U.S. GAAP. Shares that are deemed delivered currently include shares that have vested, but have not yet been delivered, under tax-deferred equity awards. There are no voting rights for shares that are deemed delivered under U.S. GAAP until the actual delivery of shares takes place. There are currently 200,000,000 shares of common stock authorized for issuance. As of September 30, 2026, there were 5,527,073 shares of the Company's common stock outstanding.

***Common Stock Reserved for Future Issuance***

The Company has reserved the following shares of common stock for future issuance:

| | September 30, 2026 | September 30, 2025 |
|---|---|---|
| RSUs outstanding | 375,016 | 11,298 |
| Warrants outstanding | 653,497 | 1,027,428 |
| Shares available for issuance under the 2024 Equity Incentive Plan | 10,977 | 781,172 |
| Total | 1,039,490 | 1,819,898 |

**Note 11 – Stock-Based Compensation**

***Equity Incentive Plans***

2017 Equity Inducement Plan

On December 28, 2017, the Board approved the 2017 Equity Inducement Plan. Under the 2017 Equity Inducement Plan, the Board reserved 1,000 shares for the grant of RSUs. These grants are administered by the Board or a committee of the Board. Under the 2017 Equity Inducement Plan, awards could be granted to individuals who (a) were being hired as an employee by the Company or any subsidiary and such award is a material inducement to such person being hired; (b) were being rehired as an employee following a bona fide period of interruption of employment with the Company or any subsidiary; or (c) would become an employee of the Company or any subsidiary in connection with a merger or acquisition.

**Note 11 – Stock-Based Compensation, continued**

On July 20, 2022, the Board increased the number of shares of common stock reserved and available for issuance under the 2017 Equity Inducement Plan by 3,333 shares. On March 28, 2024, the Board increased the number of shares of common stock reserved and available for issuance under the 2017 Equity Inducement Plan by 4,050 shares. As of September 30, 2026, there are 834 RSUs granted and outstanding under the 2017 Equity Inducement Plan. No new equity award grants are to be issued from the 2017 Equity Inducement Plan.

2024 Equity Incentive Plan

On June 12, 2024, the Energous Corporation 2024 Equity Incentive Plan (the "2024 Equity Incentive Plan") was approved by stockholders for the issuance of equity incentive awards to eligible participants, which replaced the following equity plans of the Company: (i) the 2013 Equity Incentive Plan, (ii) 2014 Non-Employee Equity Compensation Plan, (iii) the Performance Share Unit Plan and (iv) the 2017 Equity Inducement Plan (collectively, the "Prior Equity Plans"). All existing outstanding awards remain outstanding under the Prior Equity Plans, and an additional 15,200 shares of common stock were approved for issuance under the 2024 Equity Incentive Plan. On June 11, 2025, the Company's stockholders approved an increase of the available share reserve under the 2024 Equity Incentive Plan by 66,667 shares. On June 11, 2026, the Company's stockholders approved an increase in the available share reserve under the 2024 Equity Incentive Plan by 300,000 shares.

As of September 30, 2026, there are 374,182 RSUs granted and outstanding under the 2024 Equity Incentive Plan. As of September 30, 2026, 10,977 shares of common stock remain available for issuance under the 2024 Equity Incentive Plan.

***Restricted Stock Units ("RSUs")***

During the nine months ended September 30, 2026, the Compensation Committee granted directors an aggregate of 21,549 RSUs for service on the Board. These RSU awards vest over one year.

During the nine months ended September 30, 2026, the Board granted employees an aggregate of 357,616 RSUs. These RSU awards vest over terms ranging from three to four years.

As of September 30, 2026, the unamortized fair value of outstanding RSUs was $5.1 million. The unamortized amount will be expensed over a weighted average period of 2.8 years. A summary of the activity related to RSUs for the nine months ended September 30, 2026 is presented below:

| | Total | Weighted Average Grant Date Fair Value |
|---|---|---|
| Outstanding as of January 1, 2026 | 10,991 | $ 59.75 |
| RSUs granted | 379,165 | 14.35 |
| RSUs forfeited | (11,966) | 41.24 |
| RSUs vested | (3,174) | 36.22 |
| Outstanding as of September 30, 2026 | 375,016 | $ 14.63 |

***Stock-Based Compensation Expense***

The total amount of stock-based compensation was reflected within the statements of operations as (in thousands):

| | For the three months ended September 30, | | For the nine months ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Research and development | $ 25 | $ 16 | $ 58 | $ 35 |
| Sales and marketing | 54 | 4 | 71 | 127 |
| General and administrative | 229 | 20 | 291 | 69 |
| Severance expense | — | — | — | 16 |
| Cost of net revenue | — | — | — | 1 |
| Total | $ 308 | $ 40 | $ 420 | $ 248 |

**Note 12 – Revenue Recognition**

The following tables depict the disaggregation of revenue by product or service and geographic region of the customers for the three and nine months ended September 30, 2026 and 2025:

| Revenue by product/service | For the three months ended September 30, 2026 | 2025 | For the nine months ended September 30, 2026 | 2025 |
|---|---|---|---|---|
| PowerBridge sales and shipping | $ 3,380 | $ 1,268 | $ 9,325 | $ 2,514 |
| Other | 20 | 4 | 246 | 76 |
| Total revenue | $ 3,400 | $ 1,272 | $ 9,571 | $ 2,590 |

| Revenue by geographic region | For the three months ended September 30, 2026 | 2025 | For the nine months ended September 30, 2026 | 2025 |
|---|---|---|---|---|
| United States | $ 2,165 | $ 1,090 | $ 6,490 | $ 2,160 |
| Europe | 1,235 | 180 | 3,081 | 407 |
| Other | — | 2 | — | 23 |
| Total revenue | $ 3,400 | $ 1,272 | $ 9,571 | $ 2,590 |

Substantially all revenue recognized during the three and nine months ended September 30, 2026 and 2025 was recognized at a point in time.

Selected balance sheet line items that reflect accounts receivable and contract liabilities as of September 30, 2026, December 31, 2025, and December 31, 2024 were as follows (in thousands):

| | Balances as of | | |
|---|---|---|---|
| | September 30, 2026 | December 31, 2025 | December 31, 2024 |
| Trade receivables | $ 3,474 | $ 2,988 | $ 78 |
| Deferred revenue | $ 82 | $ 27 | $ 13 |
| Customer deposits | $ — | $ 32 | $ — |

The Company expects to satisfy the performance obligations associated with its deferred revenue balances and collect its net trade receivables within one year of September 30, 2026.

**Note 13 – Warrant Liability**

***2023 Warrants***

In March 2023, the Company issued warrants to purchase up to 13,750 shares of its common stock. The 2023 Warrants had a six-year term and were exercisable upon issuance on March 28, 2023. Each 2023 Warrant was initially exercisable for one share of the Company's common stock at a price of $240.00 per share. As of September 11, 2025, the exercise price was adjusted to $8.40 per share (subject to further adjustment in certain circumstances, including in the event of stock dividends and splits; recapitalizations; change of control transactions; and issuances or sales of, or agreements to issue or sell, shares of common stock or common stock equivalents at a price per share less than the then-applicable exercise price of the 2023 Warrants, including sales under the ATM Program, the "Exercise Price").

In the event of certain transactions such as a merger, consolidation, tender offer, reorganization, or other change in control, if holders of common stock are given any choice as to the consideration to be received, the holder of each 2023 Warrant shall be given the same choice of alternate consideration. In the event of certain transactions that are not within the Company's control, such as a merger, consolidation, tender offer, reorganization, or other change in control of the Company, each holder of a 2023 Warrant shall be entitled to receive the same form of consideration at the Black Scholes value of the unexercised portion of the 2023 Warrant that is being offered and paid to holders of common stock, including the option to exercise the 2023 Warrants on a "cashless basis."

**Note 13 – Warrant Liability, continued**

If the Company issues additional shares of common stock or equity-linked securities for a consideration per share less than the Exercise Price, then such Exercise Price will be reduced to a new lower price pursuant to the terms of the 2023 Warrants. Additionally, if the Exercise Price of any outstanding derivative securities is modified by the Company such that such security's modified exercise price is below the Exercise Price, the Exercise Price will adjust downward pursuant to the terms of the 2023 Warrant. This provision would not apply for stock or stock equivalents which fall under shares that qualify for exempt issuance, such as if the Company adjusted the option exercise price for an option granted to an employee, officer, or director.

The Company accounted for the 2023 Warrants in accordance with the derivative guidance contained in ASC 815-40, as the warrants did not meet the criteria for equity treatment. The Company believes that the adjustment to the Exercise Price is based on a variable that is not an input to the fair value of a "fixed-for-fixed" option as defined under ASC 815-40, and thus the 2023 Warrants are not eligible for an exception from derivative accounting. As such, the 2023 Warrants were initially measured at fair value and recorded as a liability in the amount of $3.1 million. The Company recorded a change in fair value of the warrant liability of an increase of $10,000 and a decrease of $0.3 million for the three and nine months ended September 30, 2025. There was no change in fair value of the warrant liability during the three or nine months ended September 30, 2026. As of September 30, 2026 and December 31, 2025, the 2023 Warrants had been fully exercised in the Concurrent Warrant Exercise Transaction, eliminating the recorded warrant liability. See Note 14 - Fair Value Measurements for details on changes of fair value of the warrant liability.

**Note 14 – Fair Value Measurements**

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2026 and December 31, 2025 and indicate the fair value hierarchy of the valuation inputs utilized to determine such fair value (in thousands):

| | Balance as of September 30, 2026 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Cash equivalents | $ 19 | $ — | $ — | $ 19 |

| | Balance as of December 31, 2025 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Cash equivalents | $ 10,401 | $ — | $ — | $ 10,401 |

There were no transfers among Level 1, Level 2, or Level 3 categories during the periods presented.

***2023 Warrants***

The Company utilized a Monte Carlo simulation model for the 2023 Warrants at each reporting period, with changes in fair value recognized in the statements of operations. The estimated fair value of the 2023 Warrant liability was determined using Level 3 inputs. Inherent in a Monte Carlo simulation model are assumptions related to expected share-price volatility, expected life, risk-free interest rate, and dividend yield.

The key inputs into the Monte Carlo simulation model for the 2023 Warrants are as follows:

| | As of September 11, 2025 |
|---|---|
| Share price | $ 7.66 |
| Exercise price | $ 6.76 |
| Term (in years) | — |
| Volatility | 140 % |
| Risk-free rate | 3.5 % |
| Dividend yield | 0 % |

**Note 14 – Fair Value Measurements, continued**

The change in the fair value of the 2023 Warrant liability was a decrease of $0.3 million during the nine months ended September 30, 2025 (see Note 13 – Warrant Liability). On September 10, 2025, the 2023 Warrants were fully exercised in the Concurrent Warrant Exercise Transaction, eliminating the recorded warrant liability.

| | For the nine months ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Beginning value | $ — | $ 358 |
| Change in value of warrant liability | — | (257) |
| Warrants exercised | — | (101) |
| Ending value | $ — | $ — |

**Note 15 – Employee Benefit Plan**

The Company administers a 401(k) retirement plan (the "401(k) Plan") in which all employees are eligible to participate. Each eligible employee may elect to contribute to the 401(k) Plan. During the three and nine months ended September 30, 2026, the Company made matching contributions of $22,000 and $72,000, respectively. During the three and nine months ended September 30, 2025, the Company made matching contributions of $24,000 and $102,000, respectively.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

As used in this Quarterly Report on Form 10-Q (this "Report"), unless the context otherwise requires, the terms "we," "us," "our," the "Company," and "Energous" refer to Energous Corporation d/b/a Energous Wireless Power Solutions, a Delaware corporation. This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are intended to be covered by the "safe harbor" created by those sections. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, and expectations, can generally be identified by the use of forward-looking terms such as "believe," "expect," "may," "will," "would," "should," "could," "seek," "intend," "plan," "continue," "estimate," "anticipate" or other comparable terms. All statements other than statements of historical facts included in this report regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expectations with respect to future financings; expectations for revenues, liquidity, cash flows and financial performance; and expectations regarding the release of additional wireless power-enabled products. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking statements relate to the future and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and generally outside of our control, so actual results and financial condition may differ materially from those indicated in the forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others: our ability to develop commercially feasible technology or commercialize such technology; timing of customer implementations of our technology in consumer products; timing and receipt of regulatory approvals in the United States and internationally; our ability to find and maintain contract manufacturing partners; market acceptance of our technology; competition in our industry; our ability to protect our intellectual property; our ability to maintain or improve our financial position, cash flows, and liquidity and our expected financial needs; the impacts of tariffs and other geopolitical conflicts; and other risks and uncertainties described in the Risk Factors and in Management's Discussion and Analysis sections of our most recently filed Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q, including this Report. We undertake no obligation to publicly update any of our forward-looking statements, whether as a result of new information, future developments, or otherwise.

### Overview

We pioneered the development of scalable, over-the-air WPN technology that integrates advanced, proprietary semiconductor chipsets, software controls, hardware designs, and antenna systems to enable RF-based charging for ambient IoT devices, transforming supply chain capabilities from limited tracking to overall business intelligence by creating a digital twin of the physical layer, providing real time visibility into an entity's operations. Our WPN technology consists of transmitter systems, receiver integrated circuits, and supporting software designed to deliver power and data to battery-free IoT devices across a range of operating distances and power levels. These capabilities support applications that require continuous operation without wired power connections or periodic battery replacement.

With a patent portfolio exceeding 300 patents, our solutions support both near-field and at-a-distance wireless power transmission and include advanced receiver technology designed for use across multiple device categories. Applications include retail sensors, ESLs, asset trackers, air quality monitors, motion detectors, and other monitoring solutions.

To date, we have developed and released multiple transmitter and battery-free receiver products. Our transmitters vary in form factors, power specifications, and operating frequencies, and our receivers are designed to support a range of wireless power-enabled device applications, including:

| Device Type | Application |
|---|---|
| RF Tags | Cold Chain, Asset Tracking, Medical IoT |
| Ambient IoT Sensors | Cold Chain, Logistics, Asset Tracking |
| ESLs | Retail and Industrial IoT |

The first WPN-enabled product featuring our technology entered the market in 2019. In the fourth quarter of 2021, we commenced shipments of at-a-distance PowerBridge transmitter systems for commercial IoT applications and proof-of-concept deployments. In the second quarter of 2025, we introduced the battery-free e-Sense tag and the e-Compass cloud-based software platform, which together supported the first end-to-end wireless power-enabled IoT device monitoring and management solution. As we continue to innovate our technology applications, we anticipate the release of additional wireless power-enabled products.

***Impact of Current Global Economic Conditions on Our Business***

Uncertainty in the global economy presents significant risks to our business. We are subject to ongoing exposure related to the current macroeconomic environment, including inflation, rising interest rates, geopolitical factors such as the ongoing conflict between Russia and Ukraine, tensions between the United States and China as well as China and Taiwan, conflicts in the Middle East, and supply chain disruptions. These conditions may affect various aspects of our business, including our operations, financial position, cash flows, inventory management, supply chains, global regulatory approvals, purchasing trends, customer payment patterns, and the broader industry environment, as well as our employees.

**Results of Operations**

***Comparison of Three Months Ended September 30, 2026 and 2025***

The following table sets forth selected Condensed Statements of Operations data (in thousands):

| | For the three months ended September 30, | | | |
|---|---|---|---|---|
| | 2026 | 2025 | $ Change | % Change |
| Revenue, net | $ 3,400 | $ 1,272 | $ 2,128 | 167 % |
| Cost of net revenue | 2,921 | 814 | 2,107 | 259 % |
| Gross profit | 479 | 458 | 21 | 5 % |
| Operating expenses: | | | | |
| Research and development | 1,182 | 897 | 285 | 32 % |
| Sales and marketing | 547 | 499 | 48 | 10 % |
| General and administrative | 1,511 | 1,245 | 266 | 21 % |
| Severance expense | — | 8 | (8) | (100)% |
| Total operating expenses | 3,240 | 2,649 | 591 | 22 % |
| Loss from operations | (2,761) | (2,191) | (570) | (26)% |
| Other income (expense), net: | | | | |
| Change in fair value of warrant liability | — | (10) | 10 | 100 % |
| Interest income (expense), net | 251 | 88 | 163 | 185 % |
| Total other income (expense), net | 251 | 78 | 173 | 222 % |
| Net loss | $ (2,510) | $ (2,113) | $ (397) | (19)% |

***Revenue, net.*** During the three months ended September 30, 2026 and 2025, we recorded net revenue of $3.4 million and $1.3 million, respectively. The 167% period-over-period increase is primarily due to accelerated U.S. and European demand from a Fortune 10 e-commerce technology customer, as well as continued expansion of commercial deployments with a Fortune 10 multinational enterprise retailer during the third quarter of 2026. Additional incremental revenue generated during the third quarter 2026 was comprised of multiple POC's, referred through the Company's participation in the Amazon Web Services ("AWS") Partner Network and other channel partners, for both our standard PowerBridge Pro WPN solutions and our end-to-end solution.

***Costs and Expenses and Loss from Operations.*** Costs and expenses consist of cost of net revenue, research and development, sales and marketing, general and administrative, and severance expenses. Cost of net revenue consists of direct materials, direct labor, and overhead for our production-level wireless charging systems. Research and development expenses include costs associated with our efforts to develop our technology, including personnel compensation, consulting, engineering supplies and components, regulatory expenses, and general office expenses specifically related to the research and development department. Sales and marketing expenses include costs associated with selling and marketing our technology to our customers, including personnel compensation, public relations, graphic design, tradeshow, engineering supplies utilized by the sales team, and general office expenses specifically related to the sales and marketing department. General and administrative expenses include costs for general and corporate functions, including personnel compensation, facility fees, travel, telecommunications, insurance, professional fees, consulting fees, general office expenses, and other overhead. Loss from operations for the three months ended September 30, 2026 and 2025 was $2.8 million and $2.2 million, respectively.

***Cost of Net Revenue:***

| (Dollars in thousands) | For the three months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Cost of net revenue | $ 2,921 | $ 814 | $ 2,107 | 259 % |
| Percent of total revenue | 86 % | 64 % | | |

Cost of net revenue was $2.9 million and $0.8 million for the three months ended September 30, 2026 and 2025, respectively. The increase was primarily due to a combination of higher sales volume of PowerBridge Pro transmitters shipped during the third quarter of 2026, retooling and ramping of manufacturing lines at our overseas contract manufacturer, and continued cost pressures associated with increased component prices and tariffs.

***Research and Development Costs:***

| (Dollars in thousands) | For the three months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Research and development | $ 1,182 | $ 897 | $ 285 | 32 % |
| Percent of total revenue | 35 % | 71 % | | |

Research and development (“R&D”) costs were $1.2 million and $0.9 million for the three months ended September 30, 2026 and 2025, respectively. The increase of $0.3 million is primarily due to a $0.2 million increase in engineering development and component costs and small increases in depreciation and stock-based compensation.

***Sales and Marketing Costs:***

| (Dollars in thousands) | For the three months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Sales and marketing | $ 547 | $ 499 | $ 48 | 10 % |
| Percent of total revenue | 16 % | 39 % | | |

Sales and marketing costs were $0.5 million for both the three months ended September 30, 2026 and 2025, respectively. The slight increase of approximately $48,000 is primarily due to an increase in stock-based compensation.

***General and Administrative Costs:***

| (Dollars in thousands) | For the three months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| General and administrative | $ 1,511 | $ 1,245 | $ 266 | 21 % |
| Percent of total revenue | 44 % | 98 % | | |

General and administrative costs for the three months ended September 30, 2026 and 2025 were $1.5 million and $1.2 million, respectively. The increase of approximately $0.3 million was primarily due to a $0.4 million increase in compensation related expenses, partially offset by a $0.1 million decrease in stock registration and annual meeting expenses.

***Severance Expense:***

| (Dollars in thousands) | For the three months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Severance expense | $ — | $ 8 | $ (8) | (100)% |
| Percent of total revenue | 0 % | 1 % | | |

Severance expense was $0 and $8,000 for the three months ended September 30, 2026 and 2025, respectively. The expense for the three months ended September 30, 2025 was related to the separation of non-executive employees.

***Other Income (expense), net:***

| (Dollars in thousands) | For the three months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Change in fair value of warrant liability | $ — | $ (10) | $ 10 | 100 % |
| Interest income, net | 251 | 88 | 163 | 185 % |
| Total other income, net | $ 251 | $ 78 | $ 173 | 222 % |

Net interest income was $0.3 million and $0.1 million for the three months ended September 30, 2026 and 2025, respectively, primarily due to a higher average cash balance in our money market account.

***Net Loss.*** As a result of the above, net loss for the three months ended September 30, 2026 was $2.5 million as compared to $2.1 million for the three months ended September 30, 2025.

***Comparison of Nine Months Ended September 30, 2026 and 2025***

The following table sets forth selected Condensed Statements of Operations data (in thousands):

| | For the nine months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Revenue, net | $ 9,571 | $ 2,590 | $ 6,981 | 270 % |
| Cost of net revenue | 7,903 | 1,701 | 6,202 | 365 % |
| Gross profit | 1,668 | 889 | 779 | 88 % |
| Operating expenses: | | | | |
| Research and development | 3,331 | 3,189 | 142 | 4 % |
| Sales and marketing | 1,716 | 1,792 | (76) | (4)% |
| General and administrative | 4,352 | 3,426 | 926 | 27 % |
| Severance expense | 69 | 403 | (334) | (83)% |
| Expenses from abandoned financing transaction | — | 661 | (661) | (100)% |
| Total operating expenses | 9,468 | 9,471 | (3) | (0)% |
| Loss from operations | (7,800) | (8,582) | 782 | 9 % |
| Other income (expense), net: | | | | |
| Change in fair value of warrant liability | — | 257 | (257) | (100)% |
| Interest income (expense), net | 723 | 59 | 664 | 1,125 % |
| Loss on retirement of property and equipment | — | (1) | 1 | 100 % |
| Total other income (expense), net | 723 | 315 | 408 | 130 % |
| Net loss | $ (7,077) | $ (8,267) | $ 1,190 | 14 % |

***Revenue, net.*** During the nine months ended September 30, 2026 and 2025, we recorded net revenue of $9.6 million and $2.6 million, respectively. The 270% period-over-period increase is primarily due to accelerated U.S. and European demand from a Fortune 10 e-commerce technology customer, as well as continued expansion of commercial deployments with a Fortune 10 multinational enterprise retailer during the first nine months of 2026. Additional incremental revenue generated during the first nine months of 2026 was comprised of multiple POC's, referred through the Company's participation in the AWS Partner Network and other channel partners, for both our standard PowerBridge Pro WPN solutions and our end-to-end solution.

***Costs and Expenses and Loss from Operations.*** Costs and expenses consist of cost of net revenue, research and development, sales and marketing, general and administrative and severance expenses. Loss from operations for the nine months ended September 30, 2026 and 2025 was $7.8 million and $8.6 million, respectively.

***Cost of Net Revenue:***

| (Dollars in thousands) | For the nine months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Cost of net revenue | $ 7,903 | $ 1,701 | $ 6,202 | 365 % |
| Percent of total revenue | 83 % | 66 % | | |

Cost of net revenue was $7.9 million and $1.7 million, respectively, for the nine months ended September 30, 2026 and 2025, respectively. The increase was primarily due to a combination of higher sales volume of PowerBridge Pro transmitters shipped during the third quarter of 2026, retooling and ramping manufacturing lines at our two contract manufacturers for updated product designs, and continued cost pressures associated with increased component prices and tariffs.

***Research and Development Costs:***

| | For the nine months ended September 30, | | | |
|---|---|---|---|---|
| (Dollars in thousands) | 2026 | 2025 | $ Change | % Change |
| Research and development | $ 3,331 | $ 3,189 | $ 142 | 4 % |
| Percent of total revenue | 35 % | 123 % | | |

R&D costs were $3.3 million and $3.2 million, respectively, for the nine months ended September 30, 2026 and 2025. The increase is primarily due to a $0.3 million increase in engineering material and testing expense, partially offset by a $0.1 million decrease in third-party service fees, and a $0.1 million decrease in payroll related costs.

***Sales and Marketing Costs:***

| | For the nine months ended September 30, | | | |
|---|---|---|---|---|
| (Dollars in thousands) | 2026 | 2025 | $ Change | % Change |
| Sales and marketing | $ 1,716 | $ 1,792 | $ (76) | (4)% |
| Percent of total revenue | 18 % | 69 % | | |

Sales and marketing costs for the nine months ended September 30, 2026 and 2025 were $1.7 million and $1.8 million, respectively. The decrease is primarily due to a $0.1 million reduction in consulting fees.

***General and Administrative Costs:***

| | For the nine months ended September 30, | | | |
|---|---|---|---|---|
| (Dollars in thousands) | 2026 | 2025 | $ Change | % Change |
| General and administrative | $ 4,352 | $ 3,426 | $ 926 | 27 % |
| Percent of total revenue | 45 % | 132 % | | |

General and administrative costs for the nine months ended September 30, 2026 and 2025 were $4.4 million and $3.4 million, respectively. The increase of approximately $0.9 million was primarily attributable to a $0.6 million increase in compensation related expenses. Additional increases included $0.2 million in legal fees, $0.1 million in stock registration and annual meeting expenses, and $0.1 million in investor relations related fees.

***Severance Expense:***

| | For the nine months ended September 30, | | | |
|---|---|---|---|---|
| (Dollars in thousands) | 2026 | 2025 | $ Change | % Change |
| Severance expense | $ 69 | $ 403 | $ (334) | (83)% |
| Percent of total revenue | 1 % | 16 % | | |

Severance expense was $0.1 million and $0.4 million for the nine months ended September 30, 2026 and 2025, respectively, related to the separation of certain non-executive employees.

***Expenses from Abandoned Financing Transaction:***

| | For the nine months ended September 30, | | | |
|---|---|---|---|---|
| (Dollars in thousands) | 2026 | 2025 | $ Change | % Change |
| Expenses from abandoned financing transaction | $ — | $ 661 | $ (661) | (100)% |
| Percent of total revenue | 0 % | 26 % | | |

Expenses from the abandoned financing transaction were $0.7 million for the nine months ended September 30, 2025, primarily attributable to our decision not to pursue the convertible preferred equity offering under Regulation A. This decision was made because we were able to secure less dilutive financing through our ATM Program at a lower cost of capital. There was no such expense for the nine months ended September 30, 2026.

***Other Income (expense), net:***

| (Dollars in thousands) | For the nine months ended September 30, 2026 | 2025 | $ Change | % Change |
|---|---|---|---|---|
| Change in fair value of warrant liability | $ — | $ 257 | $ (257) | (100)% |
| Interest income, net | 723 | 59 | 664 | 1,125 % |
| Loss on retirement of property and equipment | — | (1) | 1 | 100 % |
| Total other income, net | $ 723 | $ 315 | $ 408 | 130 % |

A gain resulting from the change in fair value of the warrant liability was $0.3 million for the nine months ended September 30, 2025. On September 10, 2025, the 2023 Warrants were fully exercised, eliminating the related warrant liability. As of both December 31, 2025 and September 30, 2026, we no longer have warrants classified as a liability on our balance sheet.

Net interest income for the nine months ended September 30, 2026 was $0.7 million from interest earned in our money market account. Net interest income for the nine months ended September 30, 2025 was approximately $0.1 million due to approximately $0.4 million from interest earned in our money market account, partially offset by short-term loan interest expense of $0.3 million.

***Net Loss.*** As a result of the above, net loss for the nine months ended September 30, 2026 was $7.1 million as compared to $8.3 million for the nine months ended September 30, 2025.

**Critical Accounting Policies and Estimates**

*Use of Estimates.* The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements as well as the reported expenses during the reporting periods.

Some of these judgments can be subjective and complex, and, consequently, actual results may differ from these estimates. Although we believe that management's estimates and assumptions are reasonable, they are based upon information available at the time the estimates and assumptions were made. Actual results could differ from those estimates.

*Going Concern*. Accounting Standards Codification ("ASC") 205-40, "Presentation of Financial Statements - Going Concern," requires management to assess our ability to continue as a going concern. In accordance with this guidance, we have evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about our ability to continue as a going concern within one year after the date that the financial statements are issued. We anticipate that cash flows generated from operations and our cash and cash equivalents will be sufficient to meet our liquidity needs for at least the next 12 months.

Determining the extent to which conditions or events raise substantial doubt about our ability to continue as a going concern requires significant judgment and estimation by us. Our significant estimates related to this analysis may include identifying business factors used in the forecasted financial results and liquidity. We believe that the estimated values used in our going concern analysis are based on reasonable assumptions. However, such assumptions are inherently uncertain, and actual results could differ materially from those estimates.

*Warrants.* We account for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480, "Distinguishing Liabilities from Equity" ("ASC 480"), and ASC 815, "Derivatives and Hedging" ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's common stock, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded as a liability at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the statements of operations. The fair value of the warrants is estimated using an appropriate valuation model. Such warrant classification is also subject to re-evaluation at each reporting period.

Offering costs associated with warrants classified as liabilities are expensed as incurred and are presented as offering cost related to warrant liability in the statement of operations. Offering costs associated with the sale of warrants classified as equity are charged against proceeds received.

*Revenue Recognition.* We follow ASC 606, "Revenue from Contracts with Customers" ("Topic 606"). In accordance with Topic 606, we recognize revenue using the following five-step approach:

1. Identify the contract with the customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price of the contract.
4. Allocate the transaction price to the performance obligations of the contract.
5. Recognize revenue when or as the performance obligations are satisfied.

Our net revenue consists of revenue from our single segment of wireless charging system solutions. The wireless charging system revenue consists of revenue from product development projects and production-level systems, including hardware and software.

We record a majority of our revenue based on the shipment of products that we sell. Generally, there is a five-day return policy on our shipment of products. Certain customer arrangements may include additional contractual rights of return which are evaluated and accounted for in accordance with Topic 606. We provide for future returns based on historical data, prior experience, current economic trends and changes in customer demand at the time revenue is recognized. Historically, the amount of returns has not been significant. Additionally, we record revenue associated with product development projects that we enter into with certain customers. In general, these product development projects are complex, and we do not have certainty about our ability to achieve the project milestones. The achievement of a milestone is dependent on our performance obligation and requires acceptance by the customer. We recognize this revenue at the point in time at which the performance obligation is met. The payment associated with achieving the performance obligation is generally commensurate with our effort or the value of the deliverable and is nonrefundable. Any deferred revenue is recognized upon achievement of the performance obligation or expiration of a support agreement. Payment terms for most customer invoices are a minimum of net 30 days. Product sales are usually subject to a warranty of a minimum of one year. Product warranties have been insignificant for all periods presented.

During the three months ended September 30, 2026, management believes there have been no significant changes to the items that we disclosed within our critical accounting policies and estimates in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2025.

**Liquidity and Capital Resources**

During the nine months ended September 30, 2026 and 2025, we recorded revenue of $9.6 million and $2.6 million, respectively. We incurred a net loss of $7.1 million and $8.3 million for the nine months ended September 30, 2026 and 2025, respectively. Net cash used in operating activities was $13.0 million and $10.0 million for the nine months ended September 30, 2026 and 2025, respectively.

As of September 30, 2026, we had cash on hand of $28.8 million. In accordance with ASC 205-40, "Presentation of Financial Statements—Going Concern," management has evaluated whether conditions or events, considered in the aggregate, raise questions about our ability to continue as a going concern within one year after the date the financial statements are issued. Based on current operating levels and existing cash balances, management believes that we have sufficient liquidity to fund operations for at least the next twelve months.

As we gain traction in the market with our new technology and continue to invest capital in transitioning and scaling the business from research and development of new technologies to commercial production, there can be no assurance that our available resources and revenue generated from our business operations will be sufficient to sustain our operations, as adoption of this emerging technology by enterprise customers may take longer than expected. Accordingly, we may decide to pursue additional financing, which could include offerings of equity or debt securities, bank financing, commercial agreements with customers or strategic partners, and other alternatives, depending upon market conditions. There is no assurance that such financing will be available on terms that we would find acceptable, or at all. If we are unsuccessful in implementing this plan, we will be required to make further cost and expense reductions or modifications to our on-going operations and strategic plans.

The market for products using our technology is broad and evolving, so our success is dependent upon many factors, including customer acceptance of our existing products, technical feasibility of future products, regulatory approvals, the development of complementary technologies, competition and global market fluctuations.

**Cash Flows**

*Operating Activities* - During the nine months ended September 30, 2026, cash flows used in operating activities were $13.0 million, consisting of a net loss of $7.1 million, less adjustments to reconcile net loss to net cash used in operating activities aggregating $0.6 million (principally stock-based compensation of $420,000 and depreciation and amortization of $131,000), a $4.1 million increase in prepaid expenses and other current assets, a $3.0 million increase in inventory, a $0.5 million increase in accounts receivable, a $0.4 million decrease in operating lease liabilities and a $0.2 million increase in other assets, partially offset by a $1.2 million increase in accounts payable, a $0.3 million decrease in right-of-use lease assets, a $0.1 million increase in accrued expenses and a $0.1 million increase in deferred revenue.

During the nine months ended September 30, 2025, cash flows used in operating activities were $10.0 million, consisting of a net loss of $8.3 million, less adjustments to reconcile net loss to net cash used in operating activities aggregating $0.2 million (principally stock-based compensation of $0.2 million, depreciation and amortization of $0.1 million and accrued interest and amortization of short-term loan financing fees of approximately $0.1 million, partially offset by a change in fair value of warrant liability of $0.3 million), a $1.2 million increase in accounts receivable, a $0.7 million increase in inventory, a $0.6 million decrease in accounts payable and a $0.4 million decrease in operating lease liabilities, partially offset by a $0.5 million decrease in right-of-use assets, a $0.4 million increase in accrued expenses and a $0.1 million decrease in prepaid expenses and other current assets.

*Investing Activities* - During the nine months ended September 30, 2026 and 2025, cash flows used in investing activities were $0.4 million and $43,000, respectively. Cash used in investing activities during both periods primarily related to purchases of hardware and equipment.

*Financing Activities* - During the nine months ended September 30, 2026, cash flows provided by financing activities were $31.8 million, which primarily consisted of $31.8 million in net proceeds from the sale of shares of our common stock under the ATM Program and $0.2 million received from exercises of warrants, partially offset by $0.2 million in repayments of financed insurance.

During the nine months ended September 30, 2025, cash flows provided by financing activities were $21.6 million, which primarily consisted of $18.2 million in net proceeds from the sale of shares of our common stock under the ATM Program, $4.1 million in net proceeds from the sale of stock, pre-funded warrants and warrants and $0.4 million in proceeds from warrant exercises, partially offset by $0.9 million in repayments of a short-term loan and $0.2 million in repayments of financed insurance.

**Fundraising Activities**

***ATM Offering Program***

On June 21, 2024, we entered into the At the Market Offering Agreement with H.C. Wainwright & Co., LLC, as sales agent, pursuant to which we could issue and sell up to $3.45 million in shares of our common stock (as amended to date, the “ATM Program”).

On February 13, 2025, the Company filed a prospectus supplement for the issuance and sale of an additional $80.0 million in shares of common stock under the ATM Program, which ATM capacity was subsequently reduced to up to $70.0 million in shares of common stock on September 10, 2025. During the three months ended September 30, 2026, we did not sell any shares of common stock under the ATM Program. During the nine months ended September 30, 2026, we sold 3,299,728 shares of our common stock under the ATM Program for net proceeds of approximately $31.8 million (net of commissions and other related offering expenses of approximately $1.1 million). As of September 30, 2026, approximately $31.7 million in shares of common stock remained available for issuance under the ATM Program, subject to availability of authorized shares.

***2025 Offering***

On September 10, 2025, we entered into a securities purchase agreement with an institutional investor (the “Investor”), providing for the issuance and sale, in a registered direct offering (the “2025 Offering”), of (i) 120,000 shares of our common stock, (ii) pre-funded warrants to purchase up to 465,347 shares of common stock (the “2025 Pre-Funded Warrants”), and (iii) warrants to purchase up to an aggregate of 585,347 shares of common stock (the “2025 Warrants”). Each share of common stock and 2025 Pre-Funded Warrant was offered and sold together with an accompanying 2025 Warrant at a combined price of $7.92 per share of common stock or 2025 Pre-Funded Warrant and accompanying 2025 Warrant, as applicable. Each 2025 Pre-Funded Warrant and 2025 Warrant is exercisable at any time on or after the date of issuance to purchase one share of common stock at a price of either $0.00001 per share, in the case of the 2025 Pre-Funded Warrants, or $7.79 per share, in the case of the 2025 Warrants. The 2025 Pre-Funded Warrants expire when they are exercised in full and the 2025 Warrants expire five years from the date of issuance. As of September 30, 2026, no 2025 Pre-Funded Warrants and 585,347 2025 Warrants were outstanding.

The 2025 Offering closed on September 11, 2025. We received net proceeds of approximately $4.0 million from the 2025 Offering, after deducting placement agent fees and estimated offering expenses.

Additionally, pursuant to the Engagement Letter, dated as of July 9, 2024, as amended on December 20, 2024 and August 20, 2025 (the "Original Engagement Letter"), between the Company and H.C. Wainwright & Co., LLC ("Wainwright"), and the Engagement Letter Joinder Agreement, dated as of September 10, 2025 (the "Joinder Agreement" and, together with the Original Engagement Letter, the "Engagement Letter"), by and among Energous, Wainwright and Rodman & Renshaw LLC ("Rodman & Renshaw" and, together with Wainwright, the "Placement Agents"), Energous, in connection with the closing of the 2025 Offering, agreed to issue to the Placement Agents or their respective designees warrants (the "Registered Direct Offering Placement Agent Warrants") to purchase up to an aggregate of 40,974 shares of common stock. The Registered Direct Offering Placement Agent Warrants have substantially the same terms as the 2025 Warrants, except the Registered Direct Offering Placement Agent Warrants are exercisable at any time on or after the date of issuance to purchase one share of common stock at a price of $9.90 per share and the Registered Direct Offering Placement Agent Warrants expire on September 10, 2030. As of September 30, 2026, there were 18,848 Registered Direct Offering Placement Agent Warrants still outstanding.

***Warrant Inducement Offering***

On September 10, 2025, in connection with the 2025 Offering, we entered into a letter agreement (the "Letter Agreement") with the Investor for the immediate exercise of certain of our 2023 Warrants and 2024 Warrants to purchase an aggregate of 47,764 shares of common stock and having exercise prices of $6.7595 and $55.20 per share, respectively (the "Concurrent Warrant Exercise Transaction"). The 2023 Warrants were exercised at the exercise price of $6.8845 and the 2024 Warrants were exercised at a reduced exercise price of $7.92 per share for aggregate gross proceeds to the Company of approximately $364,000.

As consideration for the exercise of the 2023 Warrants and 2024 Warrants for cash, we issued new unregistered warrants (the "New Warrants") to purchase up to an aggregate of 47,764 shares of common stock at an exercise price of $7.79 per share (the "New Warrant Shares"). The New Warrants are exercisable immediately upon issuance and will expire five years following the initial issuance date. Except as described herein, the New Warrants are substantially similar to the 2023 Warrants and 2024 Warrants. The closing of the Concurrent Warrant Exercise Transaction occurred on September 11, 2025. As of September 30, 2026, the New Warrants were still outstanding.

Also pursuant to the Engagement Letter, Energous, in connection with the closing of the Concurrent Warrant Exercise Transaction, agreed to issue to the Placement Agents or their respective designees warrants (the "Concurrent Warrant Exercise Transaction Placement Agent Warrants") to purchase up to an aggregate of 3,343 shares of Common Stock. The Concurrent Warrant Exercise Transaction Placement Agent Warrants have substantially the same terms as the New Warrants, except the Concurrent Warrant Exercise Transaction Placement Agent Warrants are immediately exercisable to purchase one share of common stock at a price of $9.90 per share and the Concurrent Warrant Exercise Transaction Placement Agent Warrants expire on September 10, 2030. As of September 30, 2026, there were 1,538 of the Concurrent Warrant Exercise Transaction Placement Agent Warrants still outstanding.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company, we are not required to provide this information.

**Item 4. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

We have established disclosure controls and procedures to ensure that material information relating to us is made known to the officers who certify our financial reports and the Board. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures as such term is defined under Rule 13a-15(e) and 15d-15(e) under the Exchange Act.

Based on the evaluation, our principal executive officer and principal financial officer concluded that these disclosure controls and procedures were effective as of September 30, 2026 to provide reasonable assurance that information required to be disclosed by us in reports that we file under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SEC's rules and forms and that information required to be disclosed by us in our reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

***Changes in Internal Control over Financial Reporting***

During the three months ended September 30, 2026, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

We may be subject to claims and legal actions arising in the ordinary course of business from time to time. We are not currently party to any pending legal proceedings that we believe will have a material adverse effect on our business, financial condition or cash flow.

### Item 1A. Risk Factors

Our future performance is subject to a variety of risks and uncertainties that could materially and adversely affect our business, financial condition, results of operations, and the trading price of our common stock. These risks and uncertainties are described in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2025. There have been no material changes to these risks and uncertainties described in our Annual Report on Form 10-K for the year ended December 31, 2025.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

During the three months ended September 30, 2026, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

**Item 6. Exhibits**

The following are filed, furnished or incorporated by reference as a part of this Quarterly Report on Form 10-Q:

| Exhibit Number | Description |
|---|---|
| 3.1 | Second Amended and Restated Certificate of Incorporation of Energous Corporation, as amended (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on August 10, 2020). |
| 3.2 | Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Energous Corporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 15, 2023). |
| 3.3 | Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Energous Corporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 11, 2025). |
| 3.4 | Second Amended and Restated Bylaws of Energous Corporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on April 11, 2025). |
| 31.1† | Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934. |
| 32.1+ | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS† | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH† | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL† | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF† | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB† | Inline XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE† | Inline XBRL Taxonomy Extension Presentation Linkbase Document. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101). |

† Filed herewith.

+ Furnished herewith.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ENERGOUS CORPORATION**
(Registrant)

Date: November 12, 2026

By: /s/ Mallorie Burak
Name: Mallorie Burak
Title: Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)

Date: November 12, 2026

By: /s/ Gregory Sadikoff
Name: Gregory Sadikoff
Title: Chief Accounting Officer
(Principal Accounting Officer)

**EXHIBIT 31.1**

**CERTIFICATION**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mallorie Burak, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Energous Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2026

/s/ Mallorie Burak
Name: Mallorie Burak
Title: Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)

**EXHIBIT 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Energous Corporation (the "Company") on Form 10-Q for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mallorie Burak, Chief Executive Officer and Chief Financial Officer, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

A signed original of this written statement required by Section 906 has been provided to Energous Corporation and will be retained by Energous Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Mallorie Burak
Name: Mallorie Burak
Title: Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)
Date: November 12, 2026