



Announcement Summary

Entity name

BRAINCHIP HOLDINGS LTD

Date of this announcement

Thursday August 26, 2021

The +securities the subject of this notification are: +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX**Total number of +securities to be issued/transferred**

| ASX +security code | Security description | Total number of +securities to be issued/transferred | Issue date |
|---------------------------|--|---|-------------------|
| BRNAJ | PERFORMANCE RIGHTS | 265,000 | 26/08/2021 |
| BRNAD | OPTION EXPIRING VARIOUS DATES VARIOUS PRICES | 560,000 | 26/08/2021 |
| BRNAM | RESTRICTED STOCK UNITS | 1,205,000 | 26/08/2021 |

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

BRAINCHIP HOLDINGS LTD

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ACN

Registration number

151159812

1.3 ASX issuer code

BRN

1.4 The announcement is

New announcement

1.5 Date of this announcement

26/8/2021



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

BRNAJ : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

26/8/2021

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

No

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

<https://www.asx.com.au/asxpdf/20210422/pdf/44vrfwk5vm2jg8.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

265,000

ASX +security code and description

BRNAD : OPTION EXPIRING VARIOUS DATES VARIOUS PRICES

Date the +securities the subject of this notification were issued

26/8/2021

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class



Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

No

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

<https://www.asx.com.au/asxpdf/20210422/pdf/44vrfwk5vm2jg8.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

560,000

ASX +security code and description

BRNAM : RESTRICTED STOCK UNITS

Date the +securities the subject of this notification were issued

26/8/2021

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

No

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

<https://www.asx.com.au/asxpdf/20210422/pdf/44vrfwk5vm2jg8.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification



Issue details

Number of +securities

1,205,000

Part 4 - +Securities on issue

**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

| ASX +security code and description | Total number of +securities on issue |
|---|---|
| BRN : ORDINARY FULLY PAID | 1,659,737,144 |

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

| ASX +security code and description | Total number of +securities on issue |
|--|---|
| BRNAJ : PERFORMANCE RIGHTS | 4,727,500 |
| BRNAD : OPTION EXPIRING VARIOUS DATES VARIOUS PRICES | 137,718,193 |
| BRNAM : RESTRICTED STOCK UNITS | 1,330,000 |



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

13