



Announcement Summary

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**Entity name**

BRAINCHIP HOLDINGS LTD

**Announcement Type**

New announcement

**Date of this announcement**

25/7/2024

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
BRN	ORDINARY FULLY PAID	103,245,355

**Proposed +issue date**

1/8/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

BRAINCHIP HOLDINGS LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**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**

25/7/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

BRN : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

103,245,355

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.19300

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

Yes

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Part 7C - Timetable

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**7C.1 Proposed +issue date**

1/8/2024

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**  
No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**  
Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

103,245,355

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**  
No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**  
No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**  
No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**  
No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**  
Yes

**7E.1a Who is the lead manager/broker?**

Unified Capital Partners Pty Ltd

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

- (i) an underwriting fee of 3.00% of the gross proceeds raised under the Placement; and
- (ii) a management fee of 2.50% of the gross proceeds raised under the Placement.

**7E.2 Is the proposed issue to be underwritten?**  
Yes

**7E.2a Who are the underwriter(s)?**

Unified Capital Partners Pty Ltd

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

100%

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

As stated at Item 7E.1b



**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

- ¿ market related termination events, including in the event that there is a 10% fall in the S&P/ASX 300 Index;
- ¿ an announcement being made by ASX that the shares will be delisted, removed from quotation, withdrawn from admission to trading status or suspended from quotation;
- ¿ an application being made to a Governmental Authority (including the Takeovers Panel) for an order, declaration (including a declaration of unacceptable circumstances) or other remedy; and
- ¿ an adverse change occurring in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company or its controlled entities.

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

To support commercialization of the Company's AkidaTM 2.0 technology and the development, commercialization and productization of the Company's new TENNs product.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)