



25 May 2016

**RESULTS OF MEETING**

Pursuant to ASX Listing Rule 3.13.2, BrainChip Holdings Ltd (ASX: BRN) (“**BrainChip**” or “the **Company**”), advises that Resolutions 1 to 5 contained in the Notice of Annual General Meeting dated 19 April 2016, were passed based on a poll conducted at its Annual General Meeting (“AGM”) held today. Resolution 6 was withdrawn as it had not received support from Shareholders.

Approximately 73% of the Company’s issued capital was represented by Shareholders who responded to proxies and participated at the AGM.

Summaries of the poll voting and proxy results for the Resolutions are shown below:

***Disclosure of Poll Results***

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain/ Excluded</b>
<b>Resolution One</b> Adopt Remuneration Report	260,625,501 96.34%	9,913,850 3.66%	250,302,242 N/A
<b>Resolution Two</b> Elect Director Eric Bolto	518,498,965 99.56%	2,308,485 0.44%	34,143 N/A
<b>Resolution Three</b> Elect Director Peter van der Made	518,629,877 99.58%	2,177,573 0.42%	34,143 N/A
<b>Resolution Four</b> Elect Director Adam Osseiran	510,108,684 99.56%	2,250,266 0.44%	8,482,643 N/A
<b>Resolution Five</b> Re-Elect Director Neil Rinaldi	487,012,324 93.52%	33,726,587 6.48%	102,682 N/A
<b>Resolution Six</b> Approval to increase Non-Executive Directors Fee Limit	Resolution Withdrawn		

**Disclosure of Proxy Results**

In accordance with section 251AA(1) of the *Corporations Act 2001 (Cth)*, the following is provided in relation to the Resolutions considered by the Company's Shareholders.

The Company received proxies from 117 shareholders representing approximately 8% of the Company's issued capital who had directed their voting preferences as follows:

<b>Resolution</b>	<b>For*</b>	<b>Against</b>	<b>Discretionary</b>	<b>Abstain/ Excluded</b>
<b>Resolution One</b> Adopt Remuneration Report	45,848,056	9,863,850	0	8,683,399
<b>Resolution Two</b> Elect Director Eric Bolto	62,052,677	2,308,485	0	34,143
<b>Resolution Three</b> Elect Director Peter van der Made	62,183,589	2,177,573	0	34,123
<b>Resolution Four</b> Elect Director Adam Osseiran	53,662,396	2,250,266	0	8,482,643
<b>Resolution Five</b> Re-Elect Director Neil Rinaldi	30,685,427	33,665,735	0	44,143
<b>Resolution Six</b> Approval to increase Non-Executive Directors Fee Limit	20,025,505	35,569,937	0	8,799,863

\*This includes open proxies given to the Chairman at his discretion. The Chairman indicated in the Notice of Meeting that these would be voted for the Resolutions.

Yours faithfully

**BRAINCHIP HOLDINGS LTD**

**Nerida Schmidt**

**Company Secretary**