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**BRAINCHIP HOLDINGS LTD**  
**ABN 64 151 159 812**

**NOTICE OF ANNUAL GENERAL MEETING**

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**The Annual General Meeting of the Company will be at Thomas Keneally Room, Level 2, 30 Pitt Street, Sydney NSW 2000 on 6 May 2026 at 11:00 am (AEST).**

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

**The Meeting is being held by way of a hybrid meeting from a physical location in Sydney and using the Lumi AGM technology. Shareholders are urged to attend and vote at the meeting electronically using the Lumi AGM technology or vote by lodging the Proxy Form attached to this Notice.**

**BRAINCHIP HOLDINGS LTD**  
**ACN 151 159 812**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of BrainChip Holdings Ltd ACN 151 159 812 ("**BrainChip**" or "**Company**") will be held at Thomas Keneally Room, Level 2, 30 Pitt Street, Sydney NSW 2000, on 6 May 2026 at 11:00 am (AEST) ("**Meeting**").

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00pm (AEST) on 4 May 2026.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

**AGENDA**

**ANNUAL REPORT**

To consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**RESOLUTIONS**

**1. ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as a non-binding Resolution:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 31 December 2025."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Note:** This Resolution is subject to a voting exclusion as set out within this Notice of Meeting.

**2. RE-ELECTION OF PETER VAN DER MADE AS DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** Resolution:

*"That, for the purposes of clause 16.4 of the Constitution and ASX Listing Rule 14.4, and for all other purposes, Peter Van Der Made who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company."*

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3. **RE-ELECTION OF ANTONIO J. VIANA AS DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** Resolution:

*"That, for the purposes of clause 16.4 of the Constitution and ASX Listing Rule 14.4, and for all other purposes, Antonio Viana who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company."*

4. **RATIFICATION OF PRIOR ISSUE OF 200,000,000 SHARES**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** Resolution:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue of 200,000,000 Shares as announced to the ASX on 10 November 2025, and on the terms and conditions set out in the Explanatory Memorandum."*

**Note:** This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

5. **APPROVAL OF EQUITY PLAN**

To consider and, if in favour, pass with or without amendment, the following Resolution as an **ordinary** Resolution:

*"That, for the purpose of ASX Listing Rule 7.2, exception 13 and for all other purposes, the Company's Equity Plan, as described in the Explanatory Memorandum, be approved for the issue of securities under the Company's Equity Plan."*

**Note:** This Resolution is subject to voting exclusions as set out at the end of this Notice of Meeting.

6. **APPROVAL OF ISSUE OF RESTRICTED STOCK UNITS TO EXECUTIVE DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** Resolution:

*"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 5,724,113 Restricted Stock Units to Sean Hehir, Executive Director and Chief Executive Officer, under the Company's Equity Plan, on the terms and conditions set out in the Explanatory Memorandum."*

**Note:** If approval is obtained under Listing Rule 10.14, approval is not required under Listing Rules 10.11 or 7.1, as set out in the Explanatory Memorandum.

**Note:** This Resolution is subject to a voting exclusion as set out within this Notice of Meeting.

7. **RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION**

To consider and, if thought fit, to pass with or without amendments, as a **special** resolution:

*“That, for the purpose of sections 136(2) and 648G of the Corporations Act and for all other purposes, the Proportional Takeover Provisions in rule 29 of the Constitution be renewed for a period of three years from the date of approval of this Resolution.”*

## 8. **CONDITIONAL BOARD SPILL MEETING**

The following Resolution is conditional upon at least 25% of the votes cast on the Resolution proposed in Resolution 1 (Remuneration Report) being cast against the adoption of the Remuneration Report.

If required, to consider and, if in favour, pass the following Resolution as an **ordinary** resolution:

*“That:*

- 1. An extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;*
- 2. All of the non-executive Directors in office when the Board resolution to approve the Directors’ Report for the financial year ended 31 December 2024 was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- 3. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting.”*

**Note:** If you do not want the Spill Meeting to take place – vote “**Against**” this Resolution.  
If you do want the Spill Meeting to take place – vote “**For**” this Resolution.

Dated: 27 March 2026



By order of the Board  
**Kim Larkin**  
Company Secretary

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## IMPORTANT VOTING INFORMATION

### VOTING EXCLUSIONS

#### **Voting exclusion for Resolution 1 - Adoption of Remuneration Report**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report for the year ended 31 December 2025, or a Closely Related Party of such a member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote on the Resolution, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

#### **Voting exclusion for Resolution 4 – Ratification of Prior Issue of 200,000,000 Shares**

The Company will disregard any votes cast in favour of Resolution 4, by or on behalf of a person who participated in the issue, or an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Voting exclusion for Resolution 5 - Approval of Equity Plan**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is eligible to participate in the Company's Equity Plan, or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act.

**Voting exclusion for Resolution 6 - Approval of Issue of Restricted Stock Units to Executive Director**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Equity Plan, or an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD of the Corporations Act, a vote on Resolution 6 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel (including any Director) whose remuneration is connected with this Resolution, or a Closely Related Party of such a member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 6, and:

- (a) it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote on the Resolution, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

#### **Voting Exclusion for Resolution 8 – Conditional Board Spill Meeting**

The Company will disregard any votes cast, (in any capacity, by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report for the year ended 31 December 2025, or a Closely Related Party of such a member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) it is cast by a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote on the Resolution, and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**BRAINCHIP HOLDINGS LTD**  
**ACN 151 159 812**

**EXPLANATORY MEMORANDUM**

**1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 11:00 am AEST on 6 May 2026 at Thomas Keneally Room, Level 2, 30 Pitt Street, Sydney NSW 2000.

This Explanatory Memorandum forms part of the Notice which should be read in its entirety.

This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Memorandum.

**2. ATTENDING THE MEETING ELECTRONICALLY VIA LUMI AGM TECHNOLOGY**

The Meeting will be held by way of a hybrid meeting which means it is being held from a physical location in Sydney and also being held electronically using the Lumi AGM technology.

To ensure all Shareholders are able to attend the Meeting and are given a reasonable opportunity to participate in the Meeting, the Meeting is being held at a physical site and also electronically using the Lumi AGM technology which gives Shareholders access to join and participate in the meeting via webcast, submit questions to the Chairman in real time and directly vote at the Meeting using the voting technology.

**Online Voting Procedures during the Meeting**

Shareholders who wish to participate in the Meeting online may do so:

- a. From their computer, by entering the URL into their browser:  
<https://meetings.lumiconnect.com/300-016-732-808>
- b. From their mobile device by either entering the URL in their browser:  
<https://meetings.lumiconnect.com/300-016-732-808>

Instructions on how to access and use the Lumi AGM technology are contained in **Appendix C** of this Notice.

If you choose to participate in the Meeting online, you can log in to the meeting by entering:

1. The meeting ID, which is – **300-016-732-808**
2. Your username, which is your Voting Access Code (VAC) which can be located on the first page of your proxy form or Notice of Meeting email; and
3. Your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the country of their registered address as it appears on a recent statement.

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4. If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

### **3. ACTION TO BE TAKEN BY SHAREHOLDERS AND VOTING REQUIREMENTS**

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **3.1 Direct voting using the Lumi AGM Technology**

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the Lumi AGM technology. The technology will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, and to cast their votes during the Meeting.

Instructions on how to download and use the technology are contained in **Appendix C** of this Notice.

If Shareholders are unable to attend the Meeting using the Lumi AGM technology or physically, they are encouraged to alternatively return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the App should they elect to do so.

#### **3.2 Technical Difficulties**

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair of the Meeting considers it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to submit a directed proxy in advance of the Meeting in accordance with the instructions below, so that votes can still be counted even if you plan to attend the Meeting online.

#### **3.3 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and

- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 11:00am (Sydney time) on 4 May 2026, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms including electronically via the Registry's website.

### 3.4 Voting requirements

Recommendation 6.4 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) and ASX guidance provide that a listed entity should ensure that all substantive Resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chairman has determined in accordance with clause 14.11 of the Constitution that all Resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the Listing Rules, each Resolution put to Shareholders at the meeting must be passed by way of an ordinary resolution which requires the resolution be approved by a majority of votes cast by Shareholders entitled to vote on the resolution, other than Resolution 7 must be passed by way of a special resolution which requires the resolution be approved by 75% of votes cast by Shareholders entitled to vote on the resolution.

### 3.5 Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in **favour** of Resolutions 1 to 7 (inclusive) and **against** Resolution 8.

## 4. ANNUAL REPORT

In accordance with section 317(1) of the Corporations Act the Annual Report must be laid before the Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://investors.brainchip.com/asx-filings>;
- (b) ask questions about, or comment on, the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the auditor in relation to the conduct of the audit, and
- (d) ask questions about, or make comments on, the Remuneration Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report;
- (b) the conduct of the audit,

may be submitted no later than five (5) business days before the Meeting to the Company Secretary at the Company's registered office.

## 5. MEMBER COMMUNICATIONS

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide the Company with your email address. To update your communication preferences, please visit the [Boardroom Investor Centre](#) or contact the Company's share registry, Boardroom Pty Limited.

You can make a standing election as to how you would like to receive certain documents including annual reports and meeting-related documents (for example notices of meeting and proxy/voting forms). You can also make a one-off request to receive a document in physical or electronic form by contacting Company's share registry, Boardroom Pty Limited.

## 6. RESOLUTION 1 – REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2025. A copy is available on the Company's website.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

The Company's Remuneration Report for the year ended 31 December 2024 received a Strike at the 2025 Annual General Meeting. As a result, should the Remuneration Report receive a Strike at this Meeting, Resolution 8 will be put to this meeting, and this may result in the re-election of the Board. See below explanatory information for Resolution 8 in relation to the conditional Board Spill Meeting Resolution.

**A voting exclusion statement for Resolution 1 is included in the Voting Exclusions.**

**7. RESOLUTION 2 – RE-ELECTION OF PETER VAN DER MADE AS DIRECTOR**

Resolution 2 seeks approval for the re-election of Peter van der Made as a Director with effect from the end of the Annual General Meeting.

In accordance with Listing Rule 14.4, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment, or three (3) years, whichever is the longer. In addition, clause 16.4 of the Constitution provides that at each Annual General Meeting one-third of the Directors (other than the Managing Director or any Alternate Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third of the Directors must retire from office. Directors who retire by reason of clause 16.4 of the Constitution are those Directors who have been in office the longest since their last election. A retiring Director is eligible for re-election.

Peter van der Made has been at the forefront of computer innovation for 40 years. Mr van der Made is the inventor of a computer immune system and founded vCIS Technology where he served as CTO and later Chief Scientist when it was acquired by Internet Security Systems and subsequently IBM.

Previously, he founded PolyGraphic Systems, and designed a high resolution, high-speed colour Graphics Accelerator board and subsequent chip for IBM PC graphics. Mr van der Made published a book, Higher Intelligence, which describes the architecture of the brain from a computer science perspective. Mr van der Made designed the first generations of digital neuromorphic devices on which the Akida chip is based between 2004 and 2008, when he applied for a patent on this technology which was subsequently granted. He is actively involved in the design of the next generation of Akida chips and continues his research in advanced neuromorphic architectures.

**Directors' recommendation**

The Board (with Mr van der Made abstaining) supports the re-election of Mr Peter van der Made and recommends that Shareholders vote in favour of this Resolution.

The Chairman intends to exercise all available proxies in **favour** of this Resolution.

**8. RESOLUTION 3 – RE-ELECTION OF ANTONIO J. VIANA AS DIRECTOR**

Resolution 3 seeks approval for the re-election of Antonio J. Viana as a Director with effect from the end of the Annual General Meeting.

In accordance with Listing Rule 14.4, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment, or three (3) years, whichever is the longer. In addition, clause 16.4 of the Constitution provides that at each Annual General Meeting one-third of the Directors (other than the managing director or any Alternate Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third of the Directors must retire from office. Directors who retire by reason of clause 16.4 of the Constitution are those Directors who have been in office the longest since their last election. A retiring Director is eligible for re-election.

In addition to serving as the independent non-executive Chair of the Brainchip board of directors, Mr Viana is also a non-executive Director of Arteris Inc., a leading provider of network-on-chip (NoC) interconnect and other SOC-Fabric intellectual property (IP). Mr Viana

chairs the Nomination and Governance committee for Arteris Inc. and is a member of both the Audit and Remuneration committees. Most recently, Mr Viana was appointed non-executive Director of PQShield, a British cybersecurity company specializing in post quantum cryptography solutions. Additionally, Mr Viana is a non-executive Director of Parsley360, an emerging, enterprise level, empathetic AI, performance optimization provider. In 1999, Mr Viana joined ARM Holdings, the global leader in semiconductor IP, serving in a number of leadership positions, most notably as the Global Director of the ARM Foundry Program and President of Commercial and Global Development. He was appointed to the ARM executive team as Executive VP of worldwide sales in 2008. At the beginning of 2013, his executive duties were expanded to include all of commercial and global development. Mr Viana has also worked with Hughes Aircraft, Silicon Graphics, Encore Industries and was Senior VP of worldwide sales at Tensilica Inc. From 2016-2021, Mr Viana served as the Executive Chairman of QuantalRF AG, an emerging Swiss RF semiconductor company developing transformative wireless communication solutions.

### **Directors' recommendation**

The Board (with Mr Viana abstaining) supports the re-election of Mr Antonio J. Viana and recommends that Shareholders vote in favour of this Resolution.

The Chairman intends to exercise all available proxies in **favour** of this Resolution.

## **9. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 200,000,000 SHARES**

### **Background**

As announced to the ASX on 10 November 2025, the Company undertook a capital raising in the form of a placement whereby the Company issued 200,000,000 Shares at an issue price of \$0.175 per Share, to raise \$35m before costs.

The 200,000,000 Shares were issued utilising the Company's Listing Rule 7.1 placement capacity, for which ratification is sought pursuant to this Resolution 4.

Broadly speaking, and subject to a number of exceptions in Listing Rule 7.2, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Shares does not fit within any of the relevant exceptions in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows shareholders to approve an issue of Equity Securities after it has been made or agreed to be made. If shareholders approve, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

In accordance with Listing Rule 7.4, to restore the Company's capacity to issue further Shares it is proposed that Shareholders ratify the prior issue of Shares.

If Resolution 4 is passed, the 200,000,000 Shares will be excluded when calculating the Company's 15% limit under Listing Rule 7.1 effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the Company's capacity to raise additional equity funds over the next 12 months without Shareholder approval will be reduced.

Resolution 4 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by Shareholders entitled to vote on it.

In accordance with Listing Rule 7.5 the following information is provided:

Persons who participated in the issue:	Institutional, Professional and Sophisticated Investors of Unified Capital Partners Pty Ltd and Morgans Corporate Limited, none of whom are related parties of the Company.
Number and Class of Securities to be Issued	200,000,000 Shares
Date on which the securities were issued	17 November 2025
Issue Price	\$0.175 per Share
Purpose of the issue	To fund strategic initiatives as announced to ASX on 10 November 2025

#### **Directors' recommendation**

The Board unanimously recommends that Shareholders vote in **favour** of this Resolution.

The Chairman intends to exercise all available proxies in **favour** of this Resolution.

**A voting exclusion statement for this Resolution is included in the Voting Exclusions.**

#### **10. RESOLUTION 5 - APPROVAL OF EQUITY PLAN**

##### **Background**

The ASX Listing Rules generally restrict listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. However, an exception to this restriction is Listing Rule 7.2 (exception 13) which states that general Listing Rule requirements for shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, shareholders approve the issue of securities under the scheme as an exception to the rule.

If the Company's Equity Plan is approved by Shareholders, issues under the Company's Equity Plan (**Plan**) over the next three (3) years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further Shareholder approval).

However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

The Plan is designed to:

- (a) assist in the reward, retention and motivation of eligible employees;
- (b) link the reward of eligible employees to Shareholder value creation; and
- (c) align the interests of eligible employees with Shareholders by providing an opportunity for eligible employees to earn rewards via an equity interest in the Company based on creating Shareholder value.

In accordance with ASX Listing Rule 7.2, exception 13, a summary of the key terms of the Plan is set out in Appendix A.

For the purposes of Listing Rule 7.2 exception 13:

- (a) as at the date of this Notice, 59,797,623 securities have been issued under the Plan since the Plan was last approved by Shareholders on 21 May 2024; and
- (b) it is proposed that up to 300,000,000 securities will be issued under the Plan subject to its approval at this Annual General Meeting.

If this Resolution is passed, the Company will be able to issue Equity Securities under the Equity Plan without affecting the Company's ability to issue securities under the Company's placement capacity without Shareholder approval. If the Resolution is not passed, any Securities issued under the Equity Plan would need to be issued under the Company's 15% placement capacity which effectively decreases the number of Equity Securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

#### **Directors' recommendation**

The Board unanimously recommends that Shareholders vote in **favour** of this Resolution.

The Chairman intends to exercise all available proxies in **favour** of this Resolution.

**A voting exclusion statement for this Resolution is included in the Voting Exclusions.**

### **11. RESOLUTION 6 - APPROVAL OF ISSUE OF RESTRICTED STOCK UNITS TO EXECUTIVE DIRECTOR**

#### **Background**

Subject to Shareholder approval, the Company proposes to grant a maximum of 5,724,113 Restricted Stock Units to Sean Hehir, Executive Director and Chief Executive Officer (**CEO**).

The objective of the proposed grant of Restricted Stock Units to Mr Hehir is primarily to link the reward of Restricted Stock Units to Shareholder value creation and align his interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Board has designed the CEO's Long-Term Incentive Plan (LTIP) to ensure executive reward is strictly aligned with the creation of sustainable shareholder value through three primary drivers: bookings, strategic technical delivery and organisational leadership. The LTIP rewards the CEO for strategic endurance and asset appreciation, ensuring that current technical

milestones translate into a USD\$38 million commercial scale-up over the three-year performance period ending 31 December 2028.

The LTIP performance hurdles are divided into three distinct components to balance product innovation with corporate governance:

Commercial Traction (50% Weighting):

This performance hurdle measures commercial traction with Vesting contingent upon the CEO achieving Bookings targets, where Bookings are determined as the total US Dollar value of legally binding, non-cancellable written agreements executed between the Company and a third-party customer during the performance period.

Product Readiness and Commercial Transition (30% Weighting):

This performance hurdle measures the successful transition of the Company's primary Intellectual Property from the development phase into a market-ready, commercially deployable ecosystem. Vesting is contingent upon the CEO achieving a suite of "Product Readiness Gates" by 31 December 2028, which collectively ensure the Company possesses a fully integrated hardware and software solution. The Board will assess performance based on three pillars: Architectural completion, Ecosystem Validation and Commercial integration.

Strategic Leadership & Governance (20% Weighting):

This component of the LTIP rewards the CEO for the strategic endurance required to maintain the Company's operational integrity while scaling the technology portfolio. Performance is assessed across four key organizational pillars: Strategic direction, fiscal stewardship, operational excellence and organisational culture.

The Restricted Stock Units shall be issued under, and subject to, the terms of the Equity Plan.

All Directors and Executives are entitled to participate in the Equity Plan, a summary of the key terms of which is set out in **Appendix A**.

Listing Rule 10.14.1 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1, as Listing Rule 7.2 exception 14 applies.

If this Resolution is not approved, the Company will not be able to issue the Restricted Stock Units to Mr Hehir and the Company will need to consider alternate means of compensation for Mr Hehir.

If this Resolution is approved, the Company will issue the Restricted Stock Units to Mr Hehir. The key terms of the Restricted Stock Units (**RSUs**) are set out in the table below:

Number	5,724,113
Vesting Date(s)	Vesting will occur on the day that is one business day after 1 March 2029.

<b>Vesting Conditions</b>	Vesting will be determined based upon the following:								
	<table border="1"> <thead> <tr> <th>Performance Hurdle Achievement</th> <th>Number of RSUs that will vest</th> </tr> </thead> <tbody> <tr> <td>Less than or equal to 80% of the Performance Hurdle Target</td> <td>1,908,038</td> </tr> <tr> <td>100% of the Performance Hurdle Target</td> <td>3,816,076</td> </tr> <tr> <td>120% of the Performance Hurdle Target</td> <td>5,724,113</td> </tr> </tbody> </table> <p>Achievement of the Performance Hurdles between 80% and 100% will result in the number of RSUs that will vest being interpolated on a linear basis not exceeding a maximum of 3,816,076 RSUs.</p> <p>Achievement of the Performance Hurdles between 100% and 120% will result in the number of RSUs that will vest being interpolated on a linear basis not exceeding a maximum of 5,724,113 RSUs.</p>	Performance Hurdle Achievement	Number of RSUs that will vest	Less than or equal to 80% of the Performance Hurdle Target	1,908,038	100% of the Performance Hurdle Target	3,816,076	120% of the Performance Hurdle Target	5,724,113
Performance Hurdle Achievement	Number of RSUs that will vest								
Less than or equal to 80% of the Performance Hurdle Target	1,908,038								
100% of the Performance Hurdle Target	3,816,076								
120% of the Performance Hurdle Target	5,724,113								
<b>Expiry Date</b>	The date that is one business day in Australia after the final Vesting Date.								
<b>Other Conditions</b>	Pursuant to the Equity Plan.								

#### Information required under Listing Rule 10.15

It is intended that the RSUs will be issued within five (5) business days after the Annual General Meeting, but in any event no later than three (3) years after the Annual General Meeting.

The RSUs will be issued to Mr Hehir for \$nil consideration.

For the purposes of Listing Rule 10.15.2, Sean Hehir is a Director of the Company and falls under Listing Rule 10.14.1.

For the purposes of Listing Rule 10.15.6, the Company proposes to issue RSUs to Sean Hehir (as opposed to fully paid ordinary securities) for the following reasons:

- (a) RSUs are designed to incentivise Directors and Executives, and
- (b) equity based incentives assist in the alignment of Shareholders and Directors'/Executives' interests.

Mr Hehir has previously received 20,062,771 RSUs under the Equity Plan for nil consideration of which 8,310,278 have vested and as a result Shares have been issued. Mr Hehir continues to hold 9,654,186 RSUs that were issued under the Equity Plan and are yet to vest.

There are no loan arrangements with Mr Hehir in respect of the RSUs.

Details of any securities issued under the Equity Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Equity Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

## General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Restricted Stock Units to be issued. A fair value for the Restricted Stock Units to be issued has been calculated using the share price on 03 March 2026 as a guide, noting that the actual fair value will be determined based upon the share price on the grant date. For grants of the Restricted Stock Units which are subject to shareholder approval, the grant is valued based upon the share price on the date that shareholder approval is obtained. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Restricted Stock Units.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should **not** be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 03 March 2026.

### Valuation for Restricted Stock Units to be issued to Executive Director.

Number	5,724,113
Vesting Date(s)	Vesting will occur on the day that is one business day after 1 March 2029.
Underlying Price	A\$0.135
Total value of Restricted Stock Units Issued	A\$775,788
Employee benefit expense (annual)	A\$257,585

A significant factor in the determination of the final value of Restricted Stock Units will be the ultimate share price at the date final Restricted Stock Units are granted (this will be the date of approval by the Shareholders if such approval is obtained). The following table details total annual employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 03 March 2026.

	Highest Price	Lowest Price
Closing Price (\$)	\$0.285	A\$0.13
Date	28 April 2025	25 February 2026
Sean Hehir	A\$1,631,372	A\$744,134

As such, if it is assumed all other factors are equal, where the share price increases above the disclosed above, the final value of Restricted Stock Units granted will increase, and conversely where the share price reduces the final value of Restricted Stock Units granted will also reduce.

### **Remuneration**

Sean Hehir currently receives USD450,000 per annum for his position as Chief Executive Officer. The amount stated is per annum comprising salary plus superannuation contributions, short term incentive payments (cash) and medical benefits. Mr Hehir is eligible to receive a Short-Term Incentive (“STI”) of up to 100% of the aforementioned salary annually. The Restricted Stock Units proposed to be issued to Mr Hehir under this Resolution, if passed, are in addition to this sum and have an estimated fair value of A\$772,755.

### **Section 208 of Corporations Act**

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Restricted Stock Units as the exception in section 211 of the Corporations Act applies. The Restricted Stock Units are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

### **Existing interests and the dilutionary effect on other Shareholders’ interests**

The effect that the vesting of the Restricted Stock Units will have on the interests of the applicable Director relative to other Shareholders’ interests are set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the Restricted Stock Units and is based upon Shares on issue as at 04 March 2026.

The total number of Shares on issue in the capital of the Company	2,252,751,810
Shares currently held by the Director (including indirect interests)	3,857,963
% of Shares currently held by the Director	0.171%
Restricted Stock Units/Service Rights held by the Director prior to the Annual General Meeting (including indirect interests)	9,654,186
Restricted Stock Units to be issued under this Resolution to the Director following Annual General Meeting	5,724,113
Shares that will be held following the vesting of all Restricted Stock Units held by the Director	19,263,262

% of Shares that would be held by the Director assuming no other Restricted Stock Units held by other parties vested or are exercised

0.854%

### **Directors' recommendation**

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this Resolution.

The Chairman intends to exercise all available proxies in **favour** of this Resolution.

**A voting exclusion statement for Resolution 6 is included in the Voting Exclusions**

### **Resolution 7 – Renewal of Proportional Takeover Provisions in the Constitution**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares (**Proportional Takeover Bid**).

In accordance with section 648D(1)(a) of the Corporations Act, the Company has included rule 29 in its Constitution, whereby a Proportional Takeover Bid for Shares may only proceed after the Proportional Takeover Bid has been approved in a meeting of Shareholders held in accordance with the terms set out in the Corporations Act (**Proportional Takeover Provisions**). The Proportional Takeover Provisions have been extracted in full in Appendix B to this Explanatory Memorandum.

Pursuant to section 648G(1) of the Corporations Act, Proportional Takeover Provisions will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its Proportional Takeover Provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders) before the clause ceases to apply. The Directors propose that the Proportional Takeover Provisions are renewed for a further period of three years from the date the Resolution is approved.

### **Information required by the Corporations Act**

The following information is required by section 648G of the Corporations Act:

#### **(a) Effect of Proportional Takeover Provisions**

Pursuant to the Proportional Takeover Provisions, the registration of a transfer of shares acquired under a proportional off-market bid in respect of a class of securities in a company is prohibited unless and until a majority resolution to approve the proportional off-market bid is passed.

The Directors must ensure that a meeting of Shareholders is convened to vote on the resolution. The resolution must be voted on at least 14 days before the last day of the bid period (**Approving Resolution Deadline**). If no resolution to approve the bid has been voted on at the end of the day before the Approving Resolution Deadline, a resolution to approve the bid is taken to have been passed.

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If the resolution is not passed before the Approving Resolution Deadline, the bid cannot proceed and any transfers giving effect to the takeover contracts for the bid will not be registered.

These Proportional Takeover Provisions do not apply to a full takeover bid for all of the Shares in the Company.

**(b) Reasons for proposing Resolution 7**

A Proportional Takeover Bid may result in the control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a Proportional Takeover Bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

**(c) Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of a substantial interest in the Company.

**(d) Potential advantages and disadvantages of Proportional Takeover Provisions for Shareholders**

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (i) Proportional Takeover Bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a potential premium price; and
- (iii) the likelihood of a Proportional Takeover Bid succeeding may be reduced.

If a Proportional Takeover Bid is made, the Company will incur the cost of calling a meeting of Shareholders.

**(e) Potential advantages and disadvantages of Proportional Takeover Provisions for Directors**

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a Proportional Takeover Bid should be accepted.

## (f) Review of Proportional Takeover Provisions

There have been no full or Proportional Takeover Bids for the Company in the previous three years. Accordingly, there has been no example against with to review the advantages and disadvantages of the provision for the Directors and Shareholders during the past three years.

### Directors Recommendation

The Directors believe that the potential advantages of renewing the Proportional Takeover Provisions outweigh any potential disadvantages and unanimously recommend that Shareholders vote in favour of Resolution 7.

## 12. RESOLUTION 8 – CONDITIONAL BOARD SPILL MEETING

This Resolution (Spill Resolution) is a conditional resolution and will only be effective in the event that Shareholders at this Annual General Meeting cast at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report.

The Corporations Act provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are cast against the adoption of the resolution, shareholders must be given the opportunity to vote on a resolution in the form of this Resolution at the second meeting (the “two strikes” rule). As greater than 25% of the votes cast on adoption of the 2025 Remuneration Report at the Annual General Meeting held on 06 May 2025 were cast against the resolution this constitutes a first strike. This Spill Resolution will therefore only need to be put to Shareholders at this Annual General Meeting if there is a second strike i.e., if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report.

If this Resolution is put to the Shareholders, this Resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of Shareholders entitled to vote on the matter.

If this Resolution is passed, the Company must hold a further general meeting (Spill Meeting) within 90 days of this Annual General Meeting, to consider the composition of the Board. If a Spill Meeting is required, the details of the Spill Meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, immediately before the end of the Spill Meeting, each of the Directors who were in office when the Board approved the last Directors’ Report and who remain in office at the time of the Spill Meeting will automatically cease to hold office, unless they are willing to stand for re-election and are re-elected at the Spill Meeting. This means that if a Spill Meeting is held, the following Directors will automatically cease to hold office as Directors of the Company immediately before the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting:

- Antonio J. Viana (Non-Executive Chairman);
- Geoffrey Carrick (Non-Executive Director);
- Duy-Loan Le (Non-Executive Director);
- Pia Turchinov (Non-Executive Director); and
- Peter van der Made (Non-Executive Director)

Accordingly, even if Antonio J. Viana and Peter van der Made are re-elected at this year's Annual General Meeting, they will still be required to be re-elected at the Spill Meeting (if held) to remain in office after the Spill Meeting (if held).

Each of these Directors would be eligible to stand for re-election at the Spill Meeting, however there is no guarantee that they would do so. As Mr Sean Hehir is an Executive Director of the Company, he is excluded from the requirements under the Corporations Act to seek re-election at the Spill Meeting (if held) and will continue to hold office regardless of the outcome of this Resolution or the Spill Meeting (if held).

**Voting Exclusion:**

A voting exclusion statement applies to this item of business as set out in the Notice.

**Directors' recommendation**

As each of the above-named directors would have a personal interest in the resolution, and will be excluded from voting on the resolution, the Board unanimously recommends that Shareholders vote against this Resolution, if it is put to the Meeting. The Chairman of the Annual General Meeting intends to vote all "open" proxies **AGAINST** this Spill Resolution if it is put to the Meeting.

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## SCHEDULE 1: DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

**\$ or A\$** means Australian Dollars.

**Annual Report means** the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 31 December 2025.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the Board of Directors of the Company.

**Chair or Chairman** means the person appointed to chair the Meeting convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member or Director; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means BrainChip Holdings Ltd (ACN 151 159 812).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended from time to time.

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Plan** means the Company's Equity plan presented to Shareholders at the Annual General Meeting held on 21 May 2024 and approved for the purposes of ASX Listing Rule 7.2 exception 13.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of meeting dated 27 March 2026 which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Option** means an option to be issued a Share.

**Performance Right** means an entitlement of a participant granted under the Equity Plan to subscribe for, acquire and/or be allocated (as determined by the Board in its sole and absolute discretion) one Share in the Company subject to the satisfaction of any vesting conditions and/or performance hurdles and/or criteria.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a Resolution contained in the Notice.

**Restricted Stock Unit** means an entitlement of a participant granted under the Equity Plan to subscribe for, acquire and/or be allocated (as determined by the Board in its sole and absolute discretion) one Share in the Company subject to the satisfaction of any vesting conditions and/or performance hurdles.

**Service Right** means an entitlement of a participant granted under the Equity Plan to subscribe for, acquire and/or be allocated (as determined by the Board in its sole and absolute discretion) one Share in the Company subject to the satisfaction of any vesting conditions.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

## Appendix A

### Summary of the material terms of the Equity Plan

The Company proposes to renew its Equity plan known as the BrainChip Equity Plan ("**Equity Plan Plan**"), to assist in the retention and motivation of the Company's employees, executive directors and consultants (together the "**Eligible Participants**"). The Equity Plan is intended to assist with aligning the interests of participants with shareholders by providing an opportunity for Eligible Participants to earn equity interests in the Company.

Under the rules of the Equity Plan, the Board has discretion to offer any of the following awards to Eligible Participants:

- options to acquire Shares
- performance rights to acquire Shares
- restricted stock units to acquire Shares
- service rights to acquire Shares subject to meeting specific service milestones; and/or
- Shares,

(collectively, the "**Awards**").

In each case the Awards can be made subject to vesting conditions and/or performance hurdles as determined by the Board.

The terms and conditions of the Equity Plan are set out in comprehensive rules. A summary of the rules of the Equity Plan is set out below:

- The Equity Plan is open to Eligible Participants and other persons providing services to the Company or its related bodies corporate, as determined by the Board.
- Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the Equity Plan to each participant and other terms of issue of the Awards, including but not limited to:
  - what conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - the amount payable by a participant on the grant of Awards (if any);
  - the exercise price of any option granted to a participant;
  - the period during which a vested option, performance right/restricted stock unit or service right can be exercised; and
  - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or service rights, or vesting of performance rights, restricted stock units.
- When any conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their option, performance right/restricted stock unit or service right will become vested and will be exercisable into Shares (as applicable).
- Each vested option, performance right/restricted stock unit and service right enables the participant to be issued or to be transferred one Share upon exercise or vesting (as applicable), subject to the rules governing the Equity Plan and the terms of any particular offer.
- Participants holding options, performance rights/restricted stock units or service rights are not permitted to participate in new issues of Securities by the Company but adjustments may be

made to the number of Shares over which the options, performance rights/restricted stock units or service rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Equity Plan and the ASX Listing Rules.

- If a "change of control event" occurs to the Company, and unless the Board determines otherwise:
  - Awards granted will vest where the Board determines that the vesting conditions and performance hurdles applicable to those Awards have been satisfied, with vesting to occur on a pro rata basis having regard to the vesting period and actual performance;
  - any options, performance rights/restricted stock units and service rights which the Board determines will not vest under the above sub-paragraph will automatically lapse; and
  - any Share Awards which the Board determines will not vest under the above subparagraph will automatically be surrendered by the participant.

A "change of control" event includes an event when a person or entity becomes a legal or beneficial owner of 50% or more of the issued capital of the Company; a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company, a takeover bid or scheme of arrangement occurs, a sale of all or substantially all of the assets of the Company occurs, or a change in the composition of the Board effected by shareholders occurs against the recommendation of the Existing Board which results in a majority of the Board being replaced over a two year period.

- If a participant becomes a "bad leaver", unless the Board determines otherwise:
  - any and all vested options, performance rights/restricted stock units or service rights held by the participant which have not been exercised will continue in force and remain exercisable for a period of 90 days commencing on the date of termination of the Participant's employment or engagement with a Group Company;
  - the participant will be entitled to continue to hold all vested Share Awards;
  - all unvested options, performance rights/restricted stock units and/or service rights held by the Participant will automatically lapse; and
  - all unvested Share Awards held by the Participant will be automatically surrendered by the Participant.

A participant will be a "bad leaver" if the participant resigns, is terminated for performance or is terminated or dismissed for misconduct.

- If a participant is a "good leaver", unless the Board determines otherwise:
  - any and all vested options, performance rights/restricted stock units and service rights held by the participant which have not been exercised will continue in force and remain exercisable for a period of 90 days commencing on the date of termination of the Participant's employment or engagement with a Group Company;
  - the Participant will be entitled to continue to hold all vested Share Awards; and
  - the Board may determine the manner in which any unvested Awards held by the participant will be dealt with.

A participant is a "good leaver" if they are not a "bad leaver".

- The Equity Plan limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options, performance

rights/restricted stock units and service rights were exercised) do not at any time exceed in aggregate 10% of the fully diluted share capital of the Company as at the date of any proposed new Awards.

- The Board may delegate management and administration of the Equity Plan, together with any of their powers or discretions under the Equity Plan, to a committee of the Board or to any one or more persons selected by them.
- Subject to the Listing Rules and the Constitution, the Board may at any time amend the Equity Plan or the terms and conditions upon which Awards have been issued under the Equity Plan provided, generally, that the amendment does not materially reduce the rights of any Participant in respect of Awards granted to them.
- The Board may elect to use an employee share trust or other mechanism for the purposes of holding Awards and/or Shares for Participants under the Plan, and delivering Plan Shares on behalf of Participants upon exercise of options, performance rights and service rights (as the case may be).
- Awards may be granted to Eligible Participants residing in Australia, the United States of America, France, India or other jurisdictions, as approved by the Board from time to time, under the Equity Plan subject to any local law and local tax requirements.

## Appendix B

### Proportional Takeover Provisions (Extract from Constitution)

#### 29. Proportional Takeover Bid

- 29.1.1 Registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid is prohibited unless and until an Approving Resolution approving the proportional takeover bid is passed.
- 29.1.2 A person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held bid class shares is entitled to:
- (a) vote on an Approving Resolution; and
  - (b) has one vote for each bid class Share held.
- 29.1.3 Where offers have been made under a proportional takeover bid, the directors must ensure that an Approving Resolution is voted on at a meeting of the persons described in clause 29.1.2 before the Approving Resolution Deadline.
- 29.1.4 An Approving Resolution is passed if more than 50% of the votes cast on the resolution are cast in favour of the resolution and otherwise is taken to have been rejected.
- 29.1.5 The provisions of this constitution that apply to a general meeting of the Company apply, with such modifications as the circumstances require, to a meeting that is called under this clause as if the meeting was a general meeting of the Company.
- 29.1.6 If an Approving Resolution to approve the proportional takeover bid is voted on in accordance with this clause before the Approving Resolution Deadline, the Company must, on or before the Approving Resolution Deadline, give the bidder and ASX a written notice stating that an Approving Resolution to approve the proportional takeover bid has been voted on and whether it was passed or rejected.
- 29.1.7 If no resolution has been voted on in accordance with this clause as at the end of the day before the Approving Resolution Deadline, a resolution to approve the proportional takeover bid is taken, for the purposes of this clause, to have been passed in accordance with this clause.
- 29.1.8 Under the Corporations Act, this clause 29 will automatically cease to have effect on the third anniversary of the date of its adoption or as of its most recent renewal.
- 29.1.9 In this clause:
- (a) Approving Resolution means a resolution passed in accordance with this clause 29; and
  - (b) Approving Resolution Deadline in relation to a proportional takeover bid means the day that is the 14th day before the last day of the bid period.

## Appendix C

### Lumi AGM Technology Instructions

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# Online Meeting Guide

BrainChip AGM

6 May 2026, 11:00 AEST



Scan to join the meeting

## Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting. Shareholders and Proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://meetings.lumiconnect.com/300-016-732-808> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

### Meeting ID: 300-016-732-808

#### Australian residents

**Voting Access Code**  
(VAC)

**Postcode**  
(postcode of your registered address)

#### Overseas residents

**Voting Access Code**  
(VAC)

**Country Code**  
(three-character country code)  
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

**A full list of country codes can be found at the end of this guide.**

#### Appointed Proxies

To receive your unique username and password, please contact Boardroom on 1300 737 760.

#### Guests

To register as a guest, you will need to enter your name and email address.

## 1 Registering for the meeting

To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit **meetings.lumiconnect.com** and enter the unique 12-digit Meeting ID, provided above.

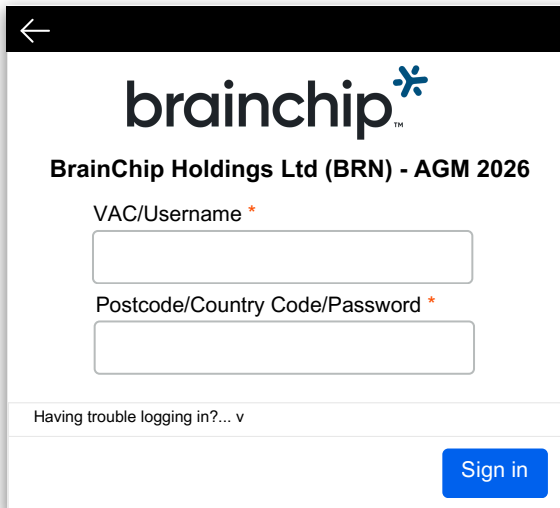
The screenshot shows the LUMI GLOBAL logo at the top. Below it is a text input field labeled "Meeting ID". At the bottom is a large orange button labeled "Join Meeting".

2 To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Shareholder / Proxy or a Guest. Note that only shareholders and proxies can vote and ask questions in the meeting.

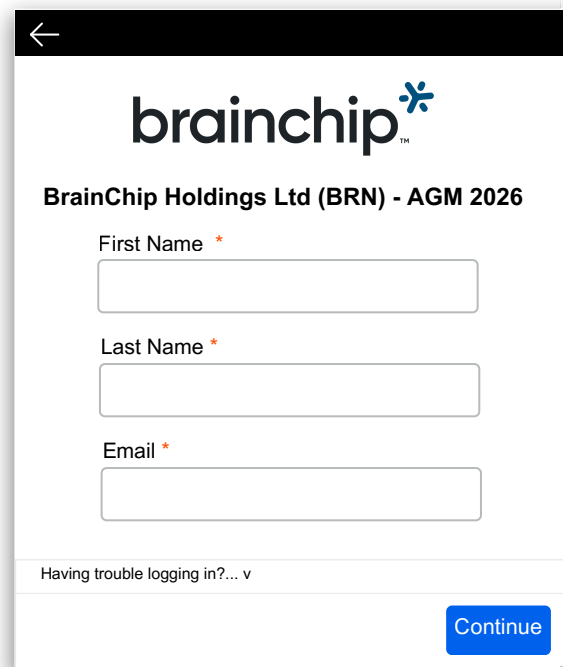
The screenshot shows the BrainChip logo and "BrainChip Holdings Ltd (BRN) - AGM 2026". There are two blue buttons: "Shareholder or Proxy" with a person icon and a lock icon, and "Guest" with a person icon. At the bottom, there is a link: "Having trouble logging in?... v".

**3 To register as a Shareholder,** enter your VAC and Postcode or Country Code and press Sign in.

**To register as a Proxyholder,** you will need your username and password as provided by Boardroom. In the 'VAC/Username' field enter your username and in the 'Postcode/Country Code/Password' field enter your password and press Sign in.



**To register as a Guest,** enter your name and other requested details and press Continue.



## Watching the meeting

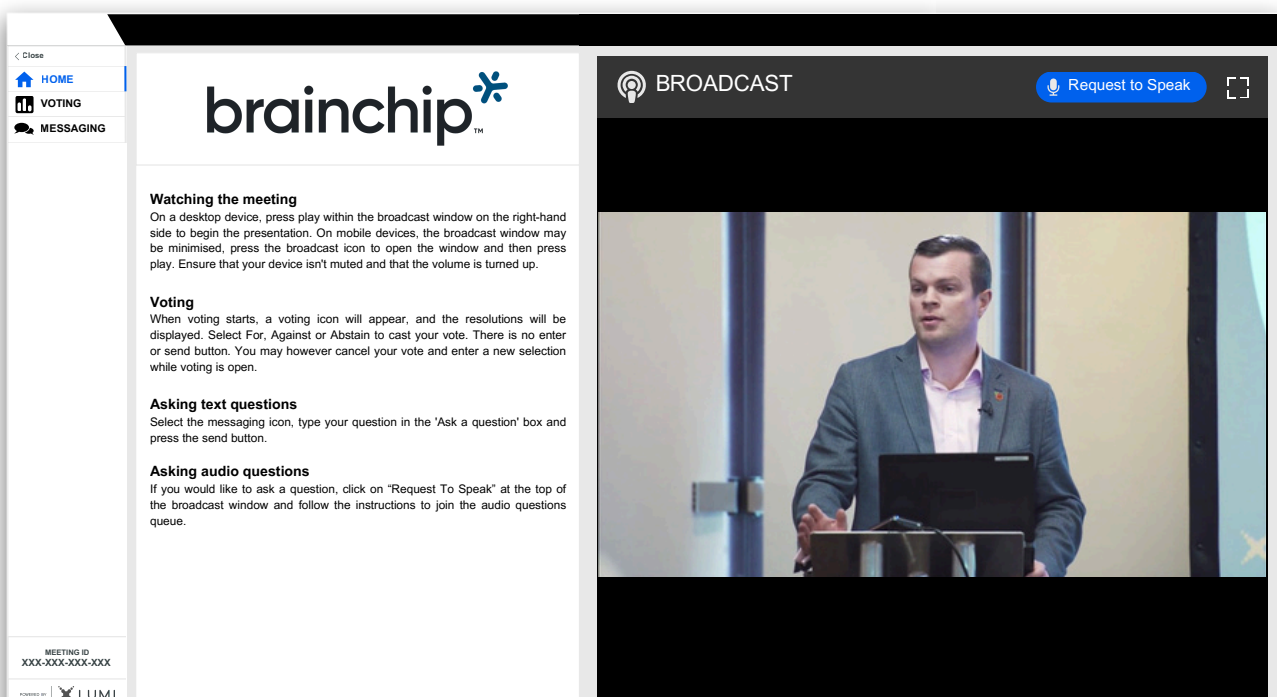
On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is not muted.



You can watch the webcast full screen, by selecting the full screen icon.



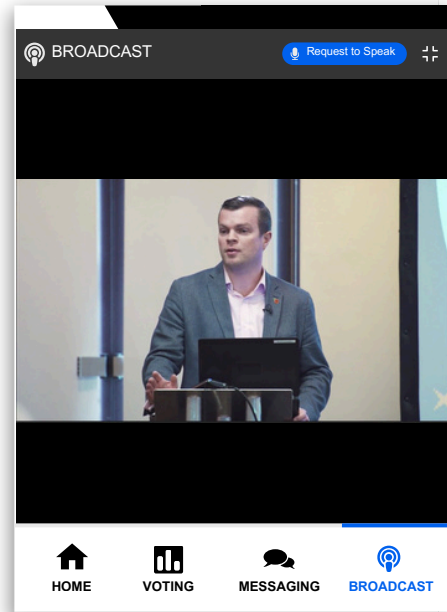
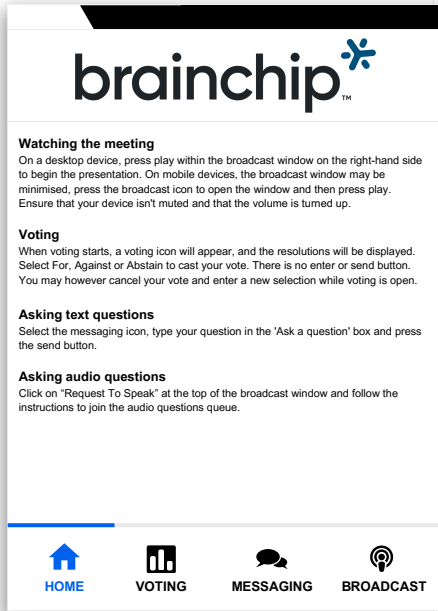
To reduce the webcast to its original size, select the minimise icon.



5 On a mobile device, select the Broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.


You will still be able to hear the meeting while the broadcast is minimised. Selecting the Broadcast icon again will reopen the webcast.



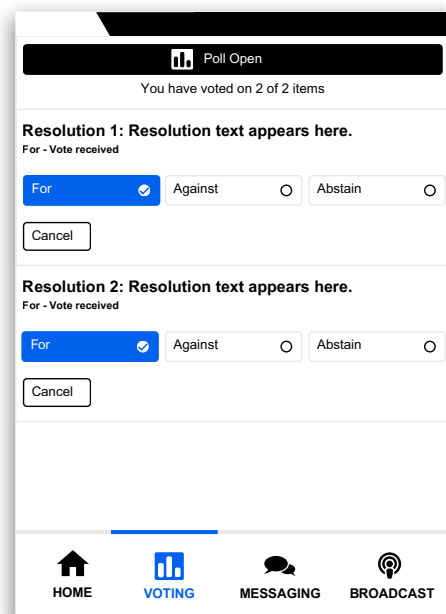
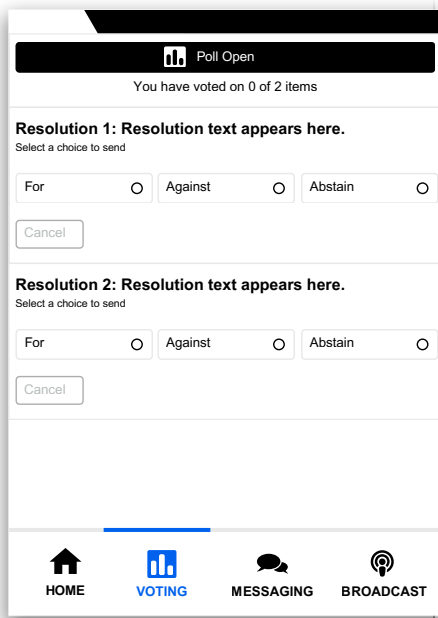
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## Voting



6 When the Chair declares the poll open:

- A voting icon  will appear on screen and the meeting resolutions will be displayed.
- To vote, select one of the voting options. Your response will be highlighted.
- To change your vote, simply select a different option to override.

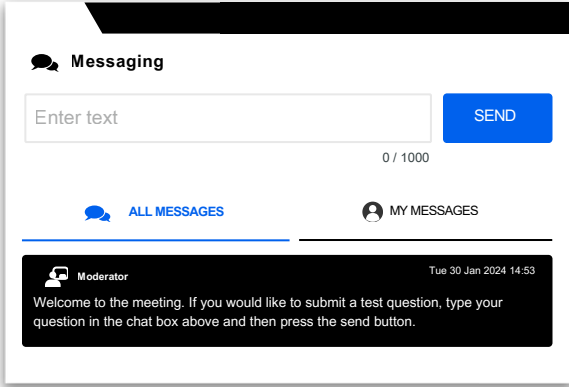
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



# Text Questions

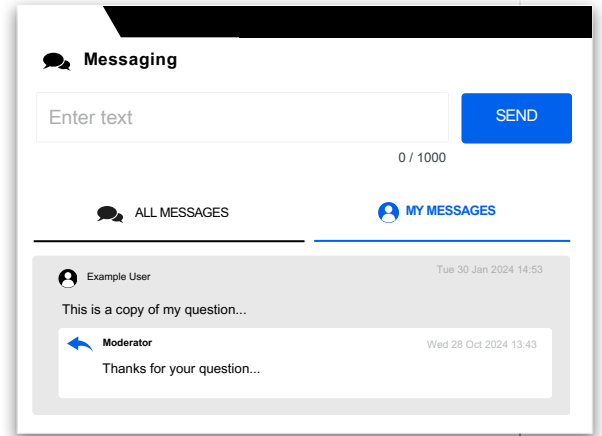
7 To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

Confirmation that your message has been received will appear.



8 Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

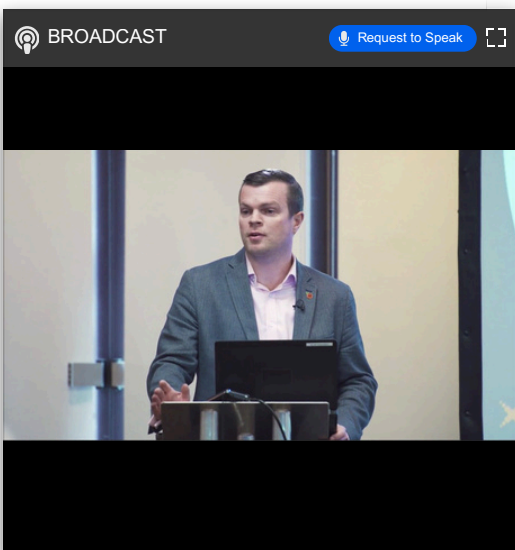
A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



For personal use only

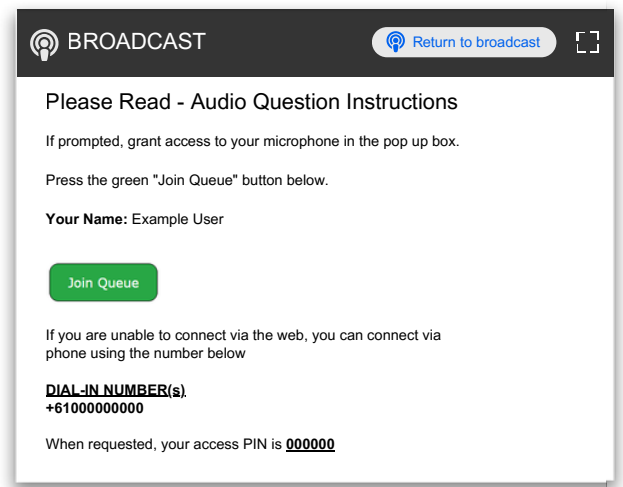
# Audio Questions

If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



10 The audio questions interface will now display. Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

You will hear the meeting while you wait to ask your question.



# Country Codes - Boardroom

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba	<b>DOM</b>	Dominican Republic	<b>LAO</b>	Lao Pdr	<b>QAT</b>	Qatar
<b>AFG</b>	Afghanistan	<b>DZA</b>	Algeria	<b>LBN</b>	Lebanon	<b>REU</b>	Reunion
<b>AGO</b>	Angola	<b>ECU</b>	Ecuador	<b>LBR</b>	Liberia	<b>ROU</b>	Romania Federation
<b>AIA</b>	Anguilla	<b>EGY</b>	Egypt	<b>LBY</b>	Libyan Arab Jamahiriya	<b>RUS</b>	Russia
<b>ALA</b>	Aland Islands	<b>ERI</b>	Eritrea	<b>LCA</b>	St Lucia	<b>RWA</b>	Rwanda
<b>ALB</b>	Albania	<b>ESH</b>	Western Sahara	<b>LIE</b>	Liechtenstein	<b>SAU</b>	Saudi Arabia
<b>AND</b>	Andorra	<b>ESP</b>	Spain	<b>LKA</b>	Sri Lanka	<b>SDN</b>	Sudan
<b>ANT</b>	Netherlands Antilles	<b>EST</b>	Estonia	<b>LSO</b>	Kingdom of Lesotho	<b>SEN</b>	Senegal
<b>ARE</b>	United Arab Emirates	<b>ETH</b>	Ethiopia	<b>LTU</b>	Lithuania	<b>SGP</b>	Singapore
<b>ARG</b>	Argentina	<b>FIN</b>	Finland	<b>LUX</b>	Luxembourg	<b>SGS</b>	Sth Georgia & Sandwich Isl
<b>ARM</b>	Armenia	<b>FJI</b>	Fiji	<b>LVA</b>	Latvia	<b>SHN</b>	St Helena
<b>ASM</b>	American Samoa	<b>FLK</b>	Falkland Islands (Malvinas)	<b>MAC</b>	Macao	<b>SJM</b>	Svalbard & Jan Mayen
<b>ATA</b>	Antarctica	<b>FRA</b>	France	<b>MAF</b>	St Martin	<b>SLB</b>	Soloman Islands
<b>ATF</b>	French Southern	<b>FRO</b>	Faroe Islands	<b>MAR</b>	Morocco	<b>SCG</b>	Serbia & Outlying
<b>ATG</b>	Antigua & Barbuda	<b>FSM</b>	Micronesia	<b>MCO</b>	Monaco	<b>SLE</b>	Sierra Leone
<b>AUS</b>	Australia	<b>GAB</b>	Gabon	<b>MDA</b>	Republic Of Moldova	<b>SLV</b>	El Salvador
<b>AUT</b>	Austria	<b>GBR</b>	United Kingdom	<b>MDG</b>	Madagascar	<b>SMR</b>	San Marino
<b>AZE</b>	Azerbaijan	<b>GEO</b>	Georgia	<b>MDV</b>	Maldives	<b>SOM</b>	Somalia
<b>BDI</b>	Burundi	<b>GGY</b>	Guernsey	<b>MEX</b>	Mexico	<b>SPM</b>	St Pierre and Miqueion
<b>BEL</b>	Belgium	<b>GHA</b>	Ghana	<b>MHL</b>	Marshall Islands	<b>SRB</b>	Serbia
<b>BEN</b>	Benin	<b>GIB</b>	Gibraltar	<b>MKD</b>	Macedonia Former Yugoslav Rep	<b>STP</b>	Sao Tome and Principe
<b>BFA</b>	Burkina Faso	<b>GIN</b>	Guinea	<b>MLI</b>	Mali	<b>SUR</b>	Suriname
<b>BGD</b>	Bangladesh	<b>GLP</b>	Guadeloupe	<b>MLT</b>	Malta	<b>SVK</b>	Slovakia
<b>BGR</b>	Bulgaria	<b>GMB</b>	Gambia	<b>MMR</b>	Myanmar	<b>SVN</b>	Slovenia
<b>BHR</b>	Bahrain	<b>GNB</b>	Guinea-Bissau	<b>MNE</b>	Montenegro	<b>SWE</b>	Sweden
<b>BHS</b>	Bahamas	<b>GNQ</b>	Equatorial Guinea	<b>MNG</b>	Mongolia	<b>SWZ</b>	Swaziland
<b>BHM</b>	Bosnia & Herzegovina	<b>GRC</b>	Greece	<b>MNP</b>	Northern Mariana Islands	<b>SYC</b>	Seychelles
<b>BLM</b>	St Barthelemy	<b>GRD</b>	Grenada	<b>MOZ</b>	Mozambique	<b>SYR</b>	Syrian Arab Republic
<b>BLR</b>	Belarus	<b>GRL</b>	Greenland	<b>MRT</b>	Mauritania	<b>TCA</b>	Turks & Caicos
<b>BLZ</b>	Belize	<b>GTM</b>	Guatemala	<b>MSR</b>	Montserrat	<b>TCO</b>	Chad
<b>BMU</b>	Bermuda	<b>GUF</b>	French Guiana	<b>MTQ</b>	Martinique	<b>TGO</b>	Congo
<b>BOL</b>	Bolivia	<b>GUM</b>	Guam	<b>MUS</b>	Mauritius	<b>THA</b>	Thailand
<b>BRA</b>	Brazil	<b>GUY</b>	Guyana	<b>MWI</b>	Malawi	<b>TJK</b>	Tajikistan
<b>BRB</b>	Barbados	<b>HKG</b>	Hong Kong	<b>MYS</b>	Malaysia	<b>TKL</b>	Tokelau
<b>BRN</b>	Brunei Darussalam	<b>HMD</b>	Heard & McDonald Islands	<b>MYT</b>	Mayotte	<b>TKM</b>	Turkmenistan
<b>BTN</b>	Bhutan	<b>HND</b>	Honduras	<b>NAM</b>	Namibia	<b>TLS</b>	East Timor Republic
<b>BUR</b>	Burma	<b>HRV</b>	Croatia	<b>NCL</b>	New Caledonia	<b>TMP</b>	East Timor
<b>BVT</b>	Bouvet Island	<b>HTI</b>	Haiti	<b>NER</b>	Niger	<b>TON</b>	Tonga
<b>BWA</b>	Botswana	<b>HUN</b>	Hungary	<b>NFK</b>	Norfolk Island	<b>TTO</b>	Trinidad & Tobago
<b>CAF</b>	Central African Republic	<b>IDN</b>	Indonesia	<b>NGA</b>	Nigeri	<b>TUN</b>	Tunisia
<b>CAN</b>	Canada	<b>IMN</b>	Isle Of Man	<b>NIC</b>	Nicaragua	<b>TUR</b>	Turkey
<b>CCK</b>	Cocos (Keeling) Islands	<b>IND</b>	India	<b>NIU</b>	Niue	<b>TUV</b>	Tuvalu
<b>CHE</b>	Switzerland	<b>IOT</b>	British Indian Ocean Territory	<b>NLD</b>	Netherlands	<b>TWN</b>	Taiwan
<b>CHL</b>	Chile	<b>IRL</b>	Ireland	<b>NOR</b>	Norway	<b>TZA</b>	Tanzania
<b>CHN</b>	China	<b>IRN</b>	Iran Islamic Republic of	<b>NPL</b>	Nepal	<b>UGA</b>	Uganda
<b>CIV</b>	Cote D'ivoire	<b>IRQ</b>	Iraq	<b>NRU</b>	Nauru	<b>UKR</b>	Ukraine
<b>CMR</b>	Cameroon	<b>ISL</b>	Iceland	<b>NZL</b>	New Zealand	<b>UMI</b>	United States Minor Outlying
<b>COD</b>	Democratic Republic of Congo	<b>ISM</b>	British Isles	<b>OMN</b>	Oman	<b>URY</b>	Uruguay
<b>COK</b>	Cook Islands	<b>ISR</b>	Israel	<b>PAK</b>	Pakistan	<b>USA</b>	United States of America
<b>COL</b>	Colombia	<b>ITA</b>	Italy	<b>PAN</b>	Panama	<b>UZB</b>	Uzbekistan
<b>COM</b>	Comoros	<b>JAM</b>	Jamaica	<b>PCN</b>	Pitcairn Islands	<b>VNM</b>	Vietnam
<b>CPV</b>	Cape Verde	<b>JEY</b>	Jersey	<b>PER</b>	Peru	<b>VUT</b>	Vanuatu
<b>CRI</b>	Costa Rica	<b>JOR</b>	Jordan	<b>PHL</b>	Philippines	<b>WLF</b>	Wallis & Fortuna
<b>CUB</b>	Cuba	<b>JPN</b>	Japan	<b>PLW</b>	Palau	<b>WSM</b>	Samoa
<b>CYM</b>	Cayman Islands	<b>KAZ</b>	Kazakhstan	<b>PNG</b>	Papua New Guinea	<b>YEM</b>	Yemen
<b>CYP</b>	Cyprus	<b>KEN</b>	Kenya	<b>POL</b>	Poland	<b>YMD</b>	Yemen Democratic
<b>CXR</b>	Christmas Island	<b>KGZ</b>	Kyrgyzstan	<b>PRI</b>	Puerto Rico	<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>CZE</b>	Czech Republic	<b>KHM</b>	Cambodia	<b>PRK</b>	North Korea	<b>ZAF</b>	South Africa
<b>DEU</b>	Germany	<b>KIR</b>	Kiribati	<b>PRT</b>	Portugal	<b>ZAR</b>	Zaire
<b>DJI</b>	Djibouti	<b>KNA</b>	St Kitts And Nevis	<b>PRY</b>	Paraguay	<b>ZMB</b>	Zambia
<b>DMA</b>	Dominica	<b>KOR</b>	South Korea	<b>PSE</b>	Palestinian Territory	<b>ZWE</b>	Zimbabwe
<b>DNK</b>	Denmark	<b>KWT</b>	Kuwait	<b>PYF</b>	French Polynesia		

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Need help?

If you require any help using this system prior to or during the meeting, please contact Boardroom on 1300 737 760.

## All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Monday 4<sup>th</sup> May 2026.**

### 🖥️ TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/BRNAGM2026>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### 📄 TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am on Monday 4<sup>th</sup> May 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥️ **Online** <https://www.votingonline.com.au/BRNAGM2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s **BrainChip Holdings Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Thomas Keneally Room, Level 2, 30 Pitt Street, Sydney NSW 2000 on Wednesday 6<sup>th</sup> May 2026 at 11:00 am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,5,6 & 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1,5,6 & 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,2,3,4,5,6,7) and **AGAINST** Resolution 8. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against Resolutions 1,2,3,4,5,6,7 or in favour of Resolution 8, or to abstain from voting on an item, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Peter Van Der Made as Director (The Board recommends Shareholders vote in <b>FAVOUR</b> of this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Antonio J. Viana as Director (The Board recommends Shareholders vote in <b>FAVOUR</b> of this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of 200,000,000 Shares (The Board recommends Shareholders vote in <b>FAVOUR</b> of this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Equity Plan (The Board recommends Shareholders vote in <b>FAVOUR</b> of this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Issue of Restricted Stock Units to Executive Director (The Board recommends Shareholders vote in <b>FAVOUR</b> of this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Renewal of Proportional Takeover Provisions in the Constitution (Special Resolution) (The Board recommends Shareholders vote in <b>FAVOUR</b> of this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Conditional Board Spill Meeting (The Board recommends Shareholders vote <b>AGAINST</b> this Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026

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