



14 April 2015

Dear Shareholder

### Notice to Ineligible Shareholders of Non-Renounceable Pro Rata Rights Issue

We write to you as the registered holder of BrainChip Holdings Ltd (ASX: BRN) (Company) shares whose registered address is outside of Australia and New Zealand as of today's date.

As advised in the Company's ASX announcement dated 14 April 2016 and as detailed by the Company in the prospectus lodged by the Company with ASIC and ASX on 14 April 2016, the Company is undertaking a non-renounceable pro-rata rights issue to Eligible Shareholders of ordinary fully paid shares in the Company at an issue price of A\$0.15 per share on the basis of 1 share for every 26 shares held at 5.00pm (WST) on the Record Date of 20 April 2016 (Offer).

The Offer is available to all Company shareholders registered as shareholders as at 5.00pm (WST) on the Record Date whose registered address is in Australia or New Zealand (Eligible Shareholders).

The Offer is not being extended to Company shareholders whose registered address is outside Australia or New Zealand (Ineligible Shareholders). The Company has determined that it would be unreasonable on this occasion to extend the Offer to you as an Ineligible Shareholder having regard to:

1. the number of shareholders in your jurisdiction;
2. the number and value of shares the shareholders in your jurisdiction would be offered; and
3. the cost of complying with the legal requirements and the requirements of the regulatory authorities in your jurisdiction.

This letter is to inform you that you are not an Eligible Shareholder for the purposes of the Offer and consequently you will not be able to subscribe for shares under the Offer. This letter is not an offer to grant shares to you, nor an invitation to apply for shares. You are not required to do anything in respect of this letter.

For your information only, details of the Offer are contained in the prospectus lodged by the Company with ASIC and ASX on 14 April 2016 which is available on the Company's ASX platform at [www.asx.com.au](http://www.asx.com.au).



If you have any questions in relation to the Offer, please contact the Company Secretary by email at [nschmidt@brainchip.com.au](mailto:nschmidt@brainchip.com.au).

Yours sincerely

A handwritten signature in black ink, appearing to read "Eric Bolto".

**Eric (Mick) Bolto**  
Chairman  
BrainChip Holdings Ltd