



ASX Announcement

BrainChip raises \$6.7m in successful Institutional Entitlement Offer

- \$6.7 million successfully raised in accelerated institutional entitlement offer
 - \$0.06 per new share
 - Offer was oversubscribed, supported by high quality existing and new investors
 - Retail Entitlement Offer opens 3 July 2019
 - Opportunity to invest on the same basis as institutional offer
 - Funds to be used for ongoing development and manufacture of Akida™ NSoC
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Sydney, Australia – **27 June 2019**: BrainChip Holdings Ltd (ASX: BRN), the leading AI Edge company, is pleased to announce the successful completion of the institutional component of its 1 for 4 accelerated non-renounceable entitlement offer of new fully paid shares, announced on 26 June 2019.

The Institutional Entitlement Offer (which was oversubscribed) raised \$6.7 million before costs, and will result in the issue of approximately 112.7 million new fully paid ordinary shares in the Company to sophisticated and professional investors at an issue price of \$0.06 per new share. The offer represents a:

- 36% discount to the last traded price of the Company's shares on 24 June; and
- 22% discount to the 15-day volume weighted average price of the Company's shares traded on the ASX up to and including 24 June 2019.

New shares issued under the Institutional Entitlement Offer will rank equally with existing fully paid ordinary shares, and are expected to be issued on 8 July 2019 and commence trading on the ASX on 9 July 2019.

The proceeds of the Entitlement Offer (after costs) will be used to fund the ongoing product development of Akida™ and its manufacture with Socionext and the subsequent introduction of the Akida™ Neuromorphic System-on-Chip. Funds will also be used for working capital including inventory and to facilitate production and general availability of the Akida™ product in 2020.

BrainChip's CEO, Louis DiNardo commented: *"We are pleased with the strong support from both existing shareholders and a number of new high-quality investors in BrainChip. This is an exciting time for the Company, with strong validation of our technology and strategy received in the form of our joint program with Socionext – one of the world's leading ASIC design and development houses."*



We are also excited to offer our loyal and supportive eligible retail shareholders an opportunity to participate in the Retail Offer on the same terms as the Institutional Offer.

The Entitlement Offer enables the Company to continue its development of its unique, and market leading neuromorphic neural network SoC, in order to bring true AI to the edge.”

The Entitlement Offer is lead managed by Shaw and Partners and is not underwritten.

Retail Entitlement Offer

As set out in BrainChip’s entitlement offer announcement of 26 June 2019, the retail component of the 1 for 4 accelerated non-renounceable entitlement offer will open on Wednesday, 3 July 2019.

Eligible retail shareholders who hold shares in BrainChip on the record date of Friday, 28 June 2019 will have the opportunity to apply for new shares at the offer price, being the same price that shares were offered under the Institutional Entitlement Offer of \$0.06 per new share.

Further details on the Retail Entitlement Offer are set out in the booklet that will be dispatched on Wednesday, 3 July 2019.

Indicative timetable for the Entitlement Offer

Announcement of Entitlement Offer	26 June 2019
Shares recommence trading ex-entitlement on ASX	27 June 2019
Record Date for the Retail Entitlement Offer	28 June 2019
Retail Entitlement Offer opens	3 July 2019
Despatch of personalised Entitlement and Acceptance Forms and this Retail Offer Booklet to Eligible Retail Shareholders	3 July 2019
Institutional Entitlement Offer settlement date	5 July 2019
Issue of New Shares under Institutional Entitlement Offer	8 July 2019
Quotation of New Shares under Institutional Entitlement Offer	9 July 2019
Retail Entitlement Offer closes	12 July 2019
Retail Entitlement Offer bookbuild	17 July 2019
Issue of New Shares under the Retail Entitlement Offer	19 July 2019
Quotation of New Shares under the Retail Entitlement Offer	22 July 2019
Dispatch of holding statements for New Shares	23 July 2019

Dates and times in the above timetable are indicative only and subject to change. All times and dates refer to Sydney time. The Company reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer without prior notice, including extending the Entitlement Offer or accepting late Applications, either generally or in particular cases, or to withdraw the Entitlement Offer without prior notice.



About BrainChip Holdings Ltd (ASX: BRN)

BrainChip Holdings Ltd is a leading provider of low power, high performance edge AI technology using neuromorphic circuits, a type of artificial intelligence that is inspired by the biology of the human neuron. The Company's revolutionary and proprietary new event-based spiking neural network technology can learn autonomously or execute a pre-trained DNN entirely within the boundaries of the chip. The proprietary technology is fast, completely digital and consumes very low power. The Company provides hardware focused solutions that address high-performance requirements in sensory processing, gaming, financial technology, cybersecurity, ADAS, autonomous vehicles, and other advanced vision systems. www.brainchipinc.com

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