

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Brainchip Holdings Limited</b>
<b>ABN</b>	<b>64 151 159 812</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Louis DiNardo
<b>Date of last notice</b>	24 October 2018

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	20 December 2018

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<p><b>No. of securities held prior to change</b></p>	<p>8,467,382 Fully Paid Ordinary Shares</p> <p>23,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 30/09/2017, 30/09/2018, 30/09/2019 and 30/09/2020 and expiring on 30/09/2021.</p> <p>15,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 30/09/2017, 30/09/2018, 30/09/2019 and 30/09/2020 and expiring on 30/09/2021.</p> <p>6,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 16/02/2018, 16/02/2019, 16/02/2020 and 16/02/2021 and expiring on 30/09/2021.</p> <p>6,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 31/12/2018, 31/12/2019, and 31/12/2020 and noting that the final 25% can only vest upon Change of Control in accordance with the rules on issue, and expiring on 30/09/2021.</p> <p>15,000,000 Performance Share Rights, vesting in two equal tranches and subject to achievement of vesting hurdles on each of 08/12/2018 and 08/06/2019.</p>
<p><b>Class</b></p>	<p>Ordinary Shares  Options  Performance Share Rights</p>
<p><b>Number acquired</b></p>	<p>7,500,000 Ordinary Shares</p>
<p><b>Number disposed</b></p>	<p>4,188,020 Ordinary Shares  7,500,000 Performance Share Rights</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>1. \$443,135.80  2. N/A - Vested with resultant conversion to Ordinary Shares</p>

+ See chapter 19 for defined terms.

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<p><b>No. of securities held after change</b></p>	<p>11,779,362 Fully Paid Ordinary Shares</p> <p>23,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 30/09/2017, 30/09/2018, 30/09/2019 and 30/09/2020 and expiring on 30/09/2021.</p> <p>15,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 30/09/2017, 30/09/2018, 30/09/2019 and 30/09/2020 and expiring on 30/09/2021.</p> <p>6,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 16/02/2018, 16/02/2019, 16/02/2020 and 16/02/2021 and expiring on 30/09/2021.</p> <p>6,000,000 Options subject to an exercise price of \$0.225 per option, vesting in four equal tranches on each of 31/12/2018, 31/12/2019, and 31/12/2020 and noting that the final 25% can only vest upon Change of Control in accordance with the rules on issue, and expiring on 30/09/2021.</p> <p>7,500,000 Performance Share Rights, vesting subject to achievement of vesting hurdles on 08/06/2019.</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<ol style="list-style-type: none"> <li>1. Vesting of 7,500,000 Performance Share Rights;</li> <li>2. On Market trade (via employee share plan trustee) to remit US taxes.</li> </ol>

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	

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<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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<sup>+</sup> See chapter 19 for defined terms.