

REMUNERATION & NOMINATION CHARTER

BrainChip Holdings Ltd ("Company")

1. PURPOSE

- 1.1. The purpose of the Remuneration & Nomination Committee ("**Committee**") of the Board of Directors (the "**Board**") of BrainChip Holdings Ltd (the "**Company**") is to:
- 1.1.1. Assist the Board in discharging its responsibilities relating to the establishment and application of the remuneration policies and all elements of compensation of the Chief Executive Officer ("CEO"), other senior executives and non-executive Directors.
 - 1.1.2. Assist the Board ensure that the remuneration framework is aligned with the Company's purpose, values, strategic objectives and risk appetite.
 - 1.1.3. Review and approve equity grants from the Company's Long-Term Incentive Plan and refer proposed grants to the Board, if deemed necessary.
 - 1.1.4. Produce the Company's annual Remuneration Report in accordance with ASX listing rules and the Corporations Act.
 - 1.1.5. Identify and recommend candidates to fill vacancies and to determine the appropriateness of director nominees for election to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals.
 - 1.1.6. With respect to the preceding, the Committee is generally responsible for setting the Company's compensation philosophy and guiding principles and for monitoring their effectiveness.
 - 1.1.7. The Committee shall establish policies and procedures that enable the Company to attract and retain capable employees and Directors, who can help the Company achieve operational excellence and create shareholder value and reward employees fairly and responsibly.

2. MEMBERSHIP

- 2.1. The Committee will consist of at least three (3) Directors, with a majority comprised of independent Directors. The Board shall appoint one of the independent members as Chairman of the Committee.
- 2.2. The Committee may invite any of the Directors, CEO, senior executives, employees or any other persons, whose advice and counsel is sought by the

Committee, to attend any meetings and to provide information requested by the Committee.

3. REMUNERATION RELATED DUTIES AND RESPONSIBILITIES

3.1. General Duties

The Committee will:

- 3.1.1. Review and make recommendations to the Board on the Company's remuneration policies, including short-term incentives and long-term equity awards ensuring that the remuneration framework is aligned with the Company's purpose, values, strategic objectives and risk appetite.
- 3.1.2. Review the terms of employment contracts of the CEO and senior executives.
- 3.1.3. Review the terms of the Company's superannuation and/or pension schemes, if any.
- 3.1.4. Ensure that the Company meets its disclosure obligations in respect to remuneration matters, as required under the ASX Listing Rules and the Corporations Act and consider if or when remuneration matters require shareholder approval.

3.2. CEO and Executive Directors

- 3.2.1. The Committee will review and make recommendations to the Board on the specific remuneration, (including base pay, benefits, incentive payments, bonuses, equity awards, superannuation, retirement rights, termination payments) of the CEO and any other Executive Directors.

3.3. Direct Reports to the CEO

- 3.3.1. The Committee will have the authority to approve, or if it considers appropriate, review and refer to the Board for final approval the specific remuneration, (including base pay, benefits, incentive payments, bonuses, equity awards, superannuation, retirement rights, termination payments) of executives and consultants who report directly to the CEO. The Committee may take into account the performance reviews of executives when setting and/or reviewing their remuneration.

3.4. Employee Equity-based Plans

The Committee will:

- 3.4.1. Monitor and review management's proposed changes in respect to the design and implementation of all equity-based plans, including performance hurdles and incentive pool amounts, vesting terms and company contributions, if any. The Committee may refer such plans or changes to the Board for final approval.
- 3.4.2. Review equity-based plans at least annually.

- 3.4.3. Review the Company's policies and procedures that prohibit participants in equity-based remuneration plans from entering into transactions or schemes (whether through the use of derivatives or otherwise), which increases the economic risks to the participant by participating in such schemes.
- 3.4.4. Monitor and review the Company's policies, procedures and administration of Performance Rights and/or Performance-based options in respect to attainment of milestones and when rights are converted into ordinary shares.

3.5. **Remuneration of Non-Executive Directors**

The Committee will:

- 3.5.1. Review annually the compensation of the Chairman of the Board and other non-executive Directors.
- 3.5.2. Ensure that the total remuneration paid to Directors each year, inclusive of superannuation contributions, does not exceed the cash remuneration pool limit approved by shareholders at the last Annual General Meeting ("AGM").
- 3.5.3. Ensure that the remuneration of Directors and disclosures of said remuneration comply with the requirements of the ASX Listing Rules and the Corporations Act.

3.6. **Other Duties**

- 3.6.1. Review the reporting of the Company of its remuneration policies and practices, including valuation applied to grants under the equity plans,
- 3.6.2. Review such other matters relating to remuneration issues as may be referred to it by the Board.

4. **NOMINATION RELATED DUTIES AND RESPONSIBILITIES**

4.1. **Nomination Duties and Responsibilities**

The Committee will:

- 4.1.1. implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its committees;
- 4.1.2. provide new directors with an induction to the Company;
- 4.1.3. provide all directors with access to ongoing education relevant to their position in the Company;
- 4.1.4. manage and routinely review succession planning for the Company's executive directors, as identified from time to time, in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board

- 4.1.5. manage and routinely review succession planning for the CEO and other key management positions as identified from time to time.
- 4.1.6. review time required for non-executive directors to perform their duties;
- 4.1.7. before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors and record that review and recommendation in the minutes;
- 4.1.8. assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates; and
- 4.1.9. annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- 4.1.10. at least once per year, facilitate the review and evaluation of the performance of the Board, each board committee, and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives and report and/or make appropriate recommendations to the Board.

5. MEETING AND REPORTING

5.1. Meeting Frequency

The Committee will meet as frequently as necessary but not less than once each year.

5.2. Quorum

Two members of the Committee must attend to form a quorum. If the Committee chairman is absent from a meeting and no acting chairman has been appointed, the Committee members present may choose one of them to act as chairman for that meeting.

5.3. Committee Agenda and Papers

Committee agenda should be settled by the Chairman in conjunction with the Company Secretary, and the Committee papers should be provided to the Committee members sufficiently in advance of the scheduled meeting, to permit adequate preparation. Minutes of the meeting of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.

5.4. Professional Advice

The Committee may have access, where necessary, to professional advice from external advisors, and may meet with external advisors without management's presence. The Committee may also arrange for counsel and advisers in all jurisdictions that it operates in, to prevent conflicts and facilitate remuneration-related programs in those jurisdictions.

5.5. **Reporting**

The Committee Chairman will report to the Board on the proceedings of each Committee meeting and on any recommendation of the Committee that required Board approval or action, typically at the ensuing Board meeting. The Committee Chairman shall attend the AGM and be available to respond any shareholder questions on the Committee's activities and areas of responsibility.

5.6. **Authority**

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is authorised to seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties and to meet with the Company's officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management's presence.

6. **ASSESSMENT**

- 6.1. At least once a year, the Committee and the Board will review the performance and effectiveness of the Committee.
- 6.2. At least once a year, the Committee will review this Charter and make recommendations to the Board for any proposed changes.

7. **GENERAL**

- 7.1. The powers, authority and activities of the Committee shall be limited and governed by the ASX Listing Rules and the Corporations Act. The Company will consider communications between the Committee and legal counsel, in the course of obtaining legal advice, privileged communications and the Committee shall take necessary steps to preserve the privileged-nature of those communications.

This Charter was adopted by the Board effective 01 January 2020.