

DIVERSITY POLICY

BrainChip Holdings Ltd ("Company")

1. SCOPE

This diversity policy applies to the Company's board of directors (**Board**), the senior executives, officers and employees of the Company and its subsidiaries and individuals who are authorised representatives, contractors and consultants engaged exclusively by the Company or any of its subsidiaries to provide services and act on its behalf (together, referred to as **Personnel**).

2. PURPOSE

The Company has a strong commitment to diversity and recognises the value of attracting and retaining Personnel with different backgrounds, knowledge, experiences and abilities. The Company recognises that diversity not only encompasses gender but extends to age, ethnicity, religious or cultural background, language, marital or family status, and disability. Diversity contributes to the Company's business success and benefits individuals, clients, teams, shareholders and stakeholders.

Our business policies, practices and behaviours promote diversity and equal opportunity and create an environment where individual differences are valued, and all Personnel have the opportunity to realise their potential and contribute to the Company's success.

3. WHAT IS DIVERSITY?

Diversity recognises and values the contribution of people with differences in background, experience and perspectives. At the Company, diversity means:

- 3.1 an inclusive workplace that embraces individual differences;
 - 3.2 a workplace that is free from discriminatory behaviours and business practices including discrimination, harassment, bullying, victimisation and vilification;
 - 3.3 equitable frameworks and policies, processes and practices that limit potential unconscious bias;
 - 3.4 equal employment opportunities based on capability and performance;
 - 3.5 awareness of the different needs of employees;
 - 3.6 the provision of flexible work practices and policies to support employees; and
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3.7 attraction and retention of a diverse range of talented people.

The Company aspires to achieve the objectives set out in this policy and aims to embed a strong diversity framework within its systems and culture.

4. BOARD'S RESPONSIBILITIES

The Board is responsible for designing and overseeing the implementation of this diversity policy.

The directors of the Company will be responsible for promoting diversity within the Company's culture and monitoring the effectiveness of this diversity policy. The Company recognises that it needs to provide management with appropriate guidance in order to foster a value for diversity within its management culture. To achieve this, the Company is committed to providing its management with the appropriate training and resources to understand the benefits of diversity in recruitment strategies and day-to-day management strategies. The Board will also be required to develop initiatives that will promote and achieve diversity goals.

Practical examples of implementing the Board's objective to promote diversity are:

4.1.1 **Employment:**

The Board monitors and ensures that there are appropriate selection criteria used when employing new members of staff, which are based on diverse skills and experience. Direct and inferred discrimination will not be utilised or tolerated in any advertising or recruitment documents or practices.

4.1.2 **Training:**

Opportunities to train and advance careers for employees will be based on merit and experience together with the needs of the Company. Executive mentoring programs and other training opportunities for employees wishing to prepare for senior management opportunities will be made available to relevant employees based on merit and skill set. Direct and inferred discrimination will not be utilised or tolerated in any training opportunity selection or practices.

4.1.3 **Women:**

The Board will focus on the participation of women on the Board and within senior management. The Board's policy for achieving gender diversity is set out further below in section 7.

5. AUDIT & GOVERNANCE COMMITTEE'S RESPONSIBILITIES

The Audit & Governance Committee is responsible for reviewing this diversity policy and will provide the Board with an annual report on the status of diversity within the

Company and the effectiveness of the measurable objectives for achieving gender diversity.

6. PERSONNEL'S RESPONSIBILITIES

All Personnel are required to act in a manner that supports diversity within the workplace and promotes the objectives set out in this diversity policy. Employees are encouraged to provide feedback to management regarding programs or initiatives which will improve the Company's approach to diversity and inclusion in the workplace.

7. MEASURABLE OBJECTIVES

The Company recognises that gender diversity amongst its Personnel:

- 7.1 broadens the pool of high-quality directors and employees;
- 7.2 is likely to support employee retention;
- 7.3 is likely to encourage greater innovation by drawing on different perspectives;
- 7.4 is a socially and economically responsible governance practice; and
- 7.5 will improve the Company's corporate reputation.

The Board will adopt measurable objectives to assist the Company to achieve gender diversity and review the Company's progress in meeting these objectives and the effectiveness of these objectives each year.

The Audit & Governance Committee is responsible for recommending such measurable objectives to the Board in light of the Company's general selection policy for Personnel.

The Company will disclose annually the measurable objectives for achieving gender diversity set by the Board in accordance with this policy and its progress towards achieving them across the whole organisation (including how the Company has defined 'senior executives' for these purposes).

Some examples of measurable objectives for gender diversity are:

- 7.5.1 setting targets for the number of women employed in particular roles, (regardless of whether the role is performed on a full-time basis or on a flexi time basis to accommodate employees' various personal responsibilities during typical business hours), specifically addressing the roles of secretarial and clerical support, administration and middle management, trades, professional specialty, or Board;

7.5.2 comparing numbers of men employed in those specified roles to the number of women employed in those specified roles;

7.5.3 comparing the remuneration bands within which men and women are employed in those roles;

The Audit & Governance Committee will report to the Board on the Company's progress towards achieving its measurable objectives each year. This report will include a review of the relative proportions of men and women at all levels in the organisation.

8. REPORTING BREACH OF THE DIVERSITY POLICY

8.1 All Personnel are responsible for complying with this diversity policy and reporting any actual or potential breaches which should be reported to the Company's CEO or if by the CEO, then to the Board.

8.2 The Board, with advice and assistance from the Audit & Governance Committee, is responsible for monitoring compliance by the Company with this diversity policy.

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