BrainChip Holdings Ltd

Level 8, 210 George Street
SYDNEY NSW 2000

T: 1300 737 760 (In Australia)
+61 2 9290 9600 (International)

For personal use only

10 November 2025

ASX Announcement

BrainChip Holdings Ltd announces A$35m Placement and Share Purchase Plan to raise up to additional $2m

- Company completes fully underwritten A$35m institutional placement ("**Placement**")
- Non-underwritten share purchase plan ("**SPP**") to raise up to an additional A$2m.
- Use of funds to accelerate commercialisation and product development

Sydney – 10 November 2025 – BrainChip Holdings Ltd (ASX: **BRN**, OTCQX: **BRCHF, BCHPY**),("**BrainChip**" or the "**Company**"), the world's first commercial producer of neuromorphic artificial intelligence IP, today announces a capital raising initiative to support the continued commercialisation of its Akida™ neuromorphic technology platform and the development of next-generation edge AI products.

The equity capital raising comprises:

- A fully underwritten institutional placement of approximately A$35 million to professional and sophisticated investors ("**Placement**"); and
- A non-underwritten Share Purchase Plan ("**SPP**") to raise up to A$2 million from eligible shareholders in Australia and New Zealand.

The Placement and SPP will be conducted at an offer price of A$0.175 per share ("**Offer Price**"), representing a 10.3% discount to the last closing price of A$0.195 per share on 5 November 2025, an 11.9% discount to the 5-day VWAP of A$0.1986 per share up to and including 5 November 2025 and an 11.8% discount to the 10-day VWAP of A$0.1985 per share up to and including 5 November 2025. New shares issued under both the Placement and SPP will rank equally with existing BrainChip shares as at their date of issue.

The Placement will comprise the issue of 200 million shares to raise A$35 million and is being conducted under BrainChip's existing placement capacity pursuant to ASX Listing Rule 7.1.

Refer to the investor presentation lodged on the ASX on 10 November 2025 for additional information.

BrainChip Holdings Ltd

Level 8, 210 George Street
SYDNEY NSW 2000

T: 1300 737 760 (In Australia)
+61 2 9290 9600 (International)

For personal use only

Use of Funds

The proceeds from the capital raising are intended to be applied toward the following strategic initiatives:

- Commercialisation: Accelerating the commercialisation of the Akida 2.0 technology platform.
- Edge AI Product Development: Expediting the development of TENNs algorithms, Pico, and related edge AI products.
- Generative AI R&D: Fund ongoing research and development for BrainChip's Generative AI platform, designed to support Large Language Models (LLMs) at the edge.
- Chip Architecture: Advancing the design and implementation of next-generation chip architecture.
- Support the development of world-class reference designs to increase customer engagement and accelerate time to market for complete AI solutions.
- Working Capital: Providing general working capital to support operations.

Share Purchase Plan

BrainChip will also offer eligible shareholders the opportunity to participate in a non-underwritten SPP to raise up to A$2 million. Under the SPP, shareholders who have a registered address in Australia and New Zealand on BrainChip's register at 7:00pm (AEDT) on Friday, 7 November 2025 will have the opportunity to apply for up to a maximum of A$30,000 of new shares free of any brokerage, commission or other transaction costs. New shares issued under the SPP will be issued at the Offer Price of the Placement, being A$0.175 per share. The SPP will be subject to certain eligibility criteria and other terms and conditions of the SPP.

The SPP is not underwritten. The Company reserves the right to scale back applications in its discretion.

CEO Quote:
BrainChip's Chief Executive Officer Sean Hehir said:

"*This capital raise positions BrainChip to accelerate our leadership in edge AI and neuromorphic computing. With Akida 2.0 and our expanding product portfolio, we are unlocking new commercial opportunities in high-growth sectors and driving scalable innovation. Investor support enables us to execute with confidence and deliver long-term value through transformative, on-device intelligence*."

An indicative timetable of key dates in relation to the SPP is set out below:

Placement and SPP Timeline

- Record Date for SPP: Friday, 7 November 2025
- Announcement of the completion of the Placement: Monday, 10 November 2025

BrainChip Holdings Ltd

Level 8, 210 George Street
SYDNEY NSW 2000

T: 1300 737 760 (In Australia)
+61 2 9290 9600 (International)

For personal use only

- Placement Settles Friday, 14 November 2025
- Allotment and normal trading of Placement Shares: Monday, 17 November 2025
- SPP opens: Tuesday, 18 November 2025
- SPP closes: Friday, 28 November 2025
- Announcement of SPP results: Thursday, 4 December 2025
- Allotment of SPP shares: Monday, 8 December 2025
- Normal trading of SPP shares: Tuesday, 9 December 2025

Unified Capital Partners Pty Ltd (UCP) are acting as sole underwriter, sole book runner and a joint lead manager to the Placement with Morgans Corporate Limited (Morgans) also acting as a joint lead manager to the Placement.

Strategic Rationale

BrainChip is a global leader in edge AI, delivering ultra-low power, on-device intelligence through its Akida technology. The Company is targeting high-growth markets including defense, healthcare, wearables, and voice assistance. With a robust IP portfolio, strong engineering team, and expanding commercial traction, BrainChip is well-positioned to capitalise on the explosive growth in edge AI and generative AI applications. The capital raise will enable BrainChip to scale its operations, accelerate product development, and strengthen its market leadership in neuromorphic computing and edge AI.

This announcement is authorised for release by the BRN Board of Directors.

About BrainChip Holdings Ltd (ASX: BRN)

BrainChip is the worldwide leader in edge AI on-chip processing and learning. The Company's first-to-market neuromorphic processor, Akida™, mimics the human brain to analyse only essential sensor inputs at the point of acquisition, processing data with unparalleled efficiency, precision, and economy of energy. Keeping machine learning local to the chip, independent of the cloud, also dramatically reduces latency while improving privacy and data security. In enabling effective edge compute to be universally deployable across real world applications such as connected cars, consumer electronics, and industrial IoT, BrainChip is proving that on-chip AI, close to the sensor, is the future for its customers' products as well as the planet. Explore the benefits of Essential AI at www.brainchip.com.

Additional information is available at:
https://www.brainchipinc.com
Investor Relations Contact: IR@brainchip.com

Follow BrainChip on Twitter: https://www.twitter.com/BrainChip_inc

BrainChip Holdings Ltd

Level 8, 210 George Street
SYDNEY NSW 2000

T: 1300 737 760 (In Australia)
+61 2 9290 9600 (International)

For personal use only

Follow BrainChip on LinkedIn: https://www.linkedin.com/company/7792006

Company contact:
Trevor Franz
IR@brainchip.com