

EXECUTIVE STOCK OWNERSHIP GUIDELINE

BrainChip Holdings Ltd ("Company")

Updated: 23 April 2025

1. PURPOSE

1.1 The Company is committed to responsible and transparent processes for remunerating its people. This includes adopting effective remuneration governance framework(s) and developing remuneration policies and practices consistent with such framework(s).

1.2 The Remuneration and Nomination Committee (**Committee**), established by the Board of Directors (**Board**), is responsible for reviewing and making recommendations to the Board regarding the remuneration arrangements of the Chief Executive Officer and other Executive Directors, in accordance with the Remuneration and Nomination Committee Charter as adopted by the Company.

1.3 To further align the long-term interests of the Company's executives with those of its shareholders, the Company has implemented stock ownership guidelines that apply to the Chief Executive Officer, other executive officers, and non-employee directors as nominated by the Board from time to time.

1.4 This executive stock ownership guideline (**Guideline**) documents the Company's approach to setting the quantum and elements of beneficial ownership of shares of our common stock by nominated Company executives.

2. SCOPE OF APPLICABILITY

2.1 This Guideline applies to the following positions:

2.1.1 Company Chief Executive Officer (**CEO**),

2.1.2 Company Chief Financial Officer (**CFO**), and

2.1.3 such other Company executives as nominated from time to time by the Board.

(Nominated Executive) (collectively "**Minimum Stock Executive**")

3. MINIMUM SHAREHOLDING GUIDELINE

3.1 This Guideline requires Minimum Stock Executives to maintain the following beneficial ownership of shares of common stock in the Company (**Minimum Shareholding Requirement**):

3.1.1 **Chief Executive Officer:** The Company's CEO shall establish and hold a minimum shareholding based on five (5) years of the annual cash base remuneration; and

3.1.2 **Chief Financial Officer:** The Company's CFO shall establish and hold a minimum shareholding based on three (3) years of the annual cash base remuneration.

3.1.3 **Nominated Executive:** A Nominated Executive shall establish and hold a minimum shareholding based on three (3) years of the annual cash base remuneration.

4. DETERMINING OWNERSHIP LEVELS

4.1 For purposes of determining ownership levels:

4.1.1 Shares of common stock owned outright, unvested shares of restricted stock and restricted stock units, and shares underlying vested and certain unvested, in-the-money options to purchase common stock are included; and

4.1.2 Shares of common stock underlying an award subject to performance-vesting for which the performance criteria have not been satisfied are not included.

5. TIMELINES AND ASSESSMENT

5.1 It is expected that each Minimum Stock Executive will work towards meeting their specified stock ownership threshold within four (4) years from the date this Guideline is approved by the Board, or, for those appointed after this date, within five (5) years from the commencement of their employment with the Company.

5.2 A Minimum Stock Executive's stock ownership shall be assessed annually at the end of each calendar year.

5.3 The pricing formula for calculating whether the specified stock ownership level for each Minimum Stock Executive has been met is the 60-day volume-weighted average price of the Company's shares calculated at the end of each calendar year (November and December).

5.4 Once achieved, the minimum stock ownership level should be maintained for as long as the individual Minimum Stock Executive is subject to this Guideline.

6. GOVERNANCE AND REVIEW

6.1 The Committee is responsible for overseeing compliance with this Guideline, including determining any actions required to support alignment with the threshold (such as recommending additional share acquisitions, where appropriate).

6.2 In instances where a Minimum Stock Executive is unable to satisfy the minimum shareholding due to factors beyond their control, such as the non-approval of annual equity grants by shareholders, the Committee has the discretion to:

6.2.1 extend the timeframe for achieving the Minimum Shareholding Requirement;

6.2.2 revise the method by which compliance with the requirement is assessed; and/or

6.2.3 implement alternative measures to support the Minimum Stock Executive in meeting the intent of this Guideline.

6.3 Any such determinations or adjustments will be made having regard to the prevailing circumstances and with due consideration to the Company's overarching commitment to sound corporate governance and alignment with shareholder interests.