



BRAINCHIP HOLDINGS LTD

BOARD SKILLS AND DIVERSITY MATRIX

The Board of Brainchip Holdings Ltd ACN 151 159 812 has identified the skills, experience and diversity below as being required for the Board as a whole to meet its strategic objectives.

This Board Skills and Diversity Matrix will also assist the Remuneration and Nominations Committee of the Board to recruit and select new directors. It may also be used in annual performance reviews of the Board to review the existing skills and capabilities on the Board and to identify any gaps in those collective skills and experience.

This Board Skills and Diversity Matrix is disclosed on the Company's website as recommended by Principle 2.2 of the ASX Corporate Governance Principles and Recommendations (Fourth Edition).

Skill, Experience or Attribute	Reason for this skill, experience or attribute	Does the collective BRN Board currently have these skills, experience and attributes?	Is there any identified gap in the collective skills, experience and attributes of the BRN Board?
Strategic Capability and Leadership	Required for all board members. The Company is a start-up in the pioneering industry/market of Artificial Intelligence, so the Board needs to constantly assess its strategy and approach to the market.	Yes	No
Independence and Availability	Required for all boards of listed entities. Directors must bring their own critical and independent judgement to matters before the Board. Directors must also question management on matters that may not be before the board. Directors should have a view for the greater good and benefit of all stakeholders. Directors should not have real or perceived conflicts with the Company. Directors should have the availability for Board cycle and off-cycle discussions.	Yes	No
Financial Management, Accounting and Audit	Required for a majority of Board Members. Specifically required for members of the Audit and Governance Committee.	Yes	No
Commercial Focus and Knowledge of Business Practices	Required for all Board Members. The Company is a start-up in a nascent industry. The Board must have commercial experience in bringing pioneering technology to market.	Yes	No

Skill, Experience or Attribute	Reason for this skill, experience or attribute	Does the collective BRN Board currently have these skills, experience and attributes?	Is there any identified gap in the collective skills, experience and attributes of the BRN Board?
Capital Markets, Financing, Business Development and M & A	Required for a majority Board Members. The Company is a start-up and will need sufficient capital to bring this pioneering technology to market. The Company should also be mindful of opportunities to expand or accelerate business through inorganic growth.	Yes	No
Technology and Innovation	Required for some Board Members. The Company is a start-up in the pioneering industry of Artificial Intelligence, so the Board needs to constantly assess its technology approach and differentiation with competitors.	Yes	Opportunity for greater technology coverage.
International and Global	Required for some Board Members. The Company is a public start-up operating in different regions of the world with potential end-markets and customers just as diverse.	Yes	No
Legal, Regulatory and Compliance	Required for some Board Members. An understanding of the legal framework in which the entity operates and when to seek legal advice along with an understanding of its compliance obligations the discharge of oversight responsibilities is critical for all boards.	Yes	No
Risk Management	Required for all Board Members. An understanding of risk management and discharge of oversight responsibilities is critical for all Boards.	Yes	No
Governance	Required for all Board Members. An understanding of best practice governance principles is critical in mitigating certain risks and liabilities.	Yes	No
Communication and Effective Relations	Required for all Board Members. The Board should promote positive, collegial but effective relationships to encourage participation with contemporary and new ideas, intellectual curiosity, mature confidence and to assist in reaching/making informed judgements.	Yes	No

ADDITIONAL ATTRIBUTES			
Diversity	The Board should promote diversity in all forms.	Yes	No
Strong and Uncompromised Ethical Behaviour	The Board should promote high ethical standards	Yes	No