

## STATEMENT OF VALUES

### BrainChip Holdings Ltd ("Company")

---

#### 1. OVERVIEW

- 1.1 BrainChip Holdings Ltd ACN 151 159 812 (**Company**), and its subsidiaries from time to time (**Group**) is committed acting lawfully, ethically and responsibly.
  - 1.2 The board of directors (**Board**) of the Company has established this Statement of Values for the purpose of ensuring that the Group's values create a link between the Company's purpose and its strategic goals by expressing the standards and behaviours that it expects from its directors, senior executives and employees to fulfil its purpose and meet its goals.
- 

#### 2. STATEMENT OF VALUES

The long-term success of BrainChip Holdings (BrainChip or the Company) is dependent on maintaining innovation, developing human capital, the trust, confidence respect of its shareholders, customers and employees. This Statement identifies BrainChip's core values which define its culture, Code of Conduct and approach to business dealings.

References to BrainChip include its wholly owned subsidiaries, BrainChip Inc., in Aliso Viejo California and BrainChip S.A.S. in Toulouse France.

##### Core Values

- **Respect** for the Company's Human Capital
- **Innovation** to Support Success
- **Teamwork** Across Disciplines
- **Quality** of Workmanship in all Areas
- **Accountability** in Achieving Objectives
- **Transparency** on Successes and Challenges
- **Open-mindedness** to Consider all Ideas
- **Honesty** Both Intellectual and Professional
- **Work Ethic** that Reflects Engagement and Commitment

BrainChip's core values provide the basis for a strong ethical behavior and an honest culture. These values support building a positive reputation in the investment community and a positive experience for both employees and customers. The Company's core values are continually reviewed and supported by the Board of Directors and senior management.

**3. INSTILLING VALUES**

- 3.1 The senior executives within the Group will be responsible for instilling the values across the Group as an organisation.
  - 3.2 All employees will receive training on the values and senior managers will be expected to continually reference and reinforce the values.
- 

**4. REVIEW OF THE STATEMENT**

- 4.1 The Board will review this Statement at least annually to ensure that it accords with best practice and remains consistent with the Group's goals and purpose.
- 4.2 This Statement may be amended from time to time by resolution of the Board.

Date: [insert date] 2019