

BrainChip evaluates redomiciling to US in 2025

- BrainChip to formally investigate redomiciling to the US in 2025
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Sydney – 27 February 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 announced its intention to investigate redomiciling from Australia to the US in order to pursue a listing on a US-based securities exchange. Should the company decide to formally pursue redomiciling, a scheme of arrangement between BrainChip and its shareholders would be proposed within the next few months and be subject to shareholder and Australian court approval. Subject to the conditions described below, this timing would position the company for redomiciling by late 2025 or early 2026.

The decision to investigate redomiciling was reached after the Board conducted an extensive strategic review of the Company and examined opportunities to protect and create value for its shareholders. After preliminary review, the Board determined that a sole US listing was in the best interests of BrainChip shareholders and should now be formally investigated.

As part of this redomiciling process, BrainChip would seek to simultaneously delist its securities from quotation on the Australian Securities Exchange (ASX) and ensure that existing shareholders continue to hold securities listed on the US exchange, equivalent in value to their existing ASX listed stock (BRN). Shareholders holding less than \$500 of shares could be offered a facility through which to sell their shares in the new US parent company upon completion of the re-domiciliation.

In the event the Company moves forward with redomiciling, BrainChip would cancel its quotation of securities on the OTCQX market, including its American Depositary Receipts (ADR) program, as these instruments would no longer be relevant. Any securities held by investors on OTCQX or through the ADR program would convert immediately to an equivalent value of the new US parent company’s securities listed on the US exchange.

Concurrent with the scheme of arrangement process, the new US company established for purposes of the re-domiciliation would file a registration statement on Form 10 with the US Securities and Exchange Commission (SEC) and an application with the US stock exchange to enable a listing.

The re-domiciliation would be subject to effectiveness of the scheme of arrangement (including approval by shareholders and an Australian court), a registration statement being declared effective by the SEC and approval of a listing application by a US stock exchange.

The key reasons influencing this decision are as follows:

1. The US market is home to the world's largest technology investment exchange and most of the world's largest semiconductor and Artificial Intelligence (AI) companies. It provides access to a substantially larger and highly technologically sophisticated pool of potential investors on a global scale. US technology sector investors are generally more familiar with AI technology companies and have a deeper understanding of valuation methodologies for emerging technology companies like BrainChip.
2. A US listing has the potential to be a positive revaluation and re-pricing catalyst for all existing BRN shareholders, exposing the Company to the possible entry of new US based technology investors, both institutional and retail, who have previously not been able or willing to invest in BrainChip due to company policies prohibiting foreign investment or other compliance related concerns.
3. SEC disclosure rules provide greater protection for the Company and our customer's commercially sensitive information, allowing BrainChip to conduct its commercial activities without the risk of being compelled to disclose confidential and commercially sensitive information that breach Non-Disclosure Agreements (NDA) signed with BrainChip's customers, commercial ecosystem partners, and licensees thus removing a serious obstacle to commercial success.
4. A simultaneous delisting from the Australian Securities Exchange (ASX) would reduce regulatory compliance, cost and disclosure obligations that exist in a dual-listed scenario. By pursuing a simultaneous US listing and delisting from the ASX, and the cancellation of the quotation on the OTCQX market and the ADR program, the intended result is a clean and simple transition from one exchange to another with minimal cost and without the regulatory and compliance obligations associated with being dual listed.

BrainChip Chairman, Antonio J. Viana said:

"The decision to explore a US listing was taken after considerable reflection and subject to rigorous Board debate and evaluation.

The Board unanimously believes this strategic decision is in the best interests of our shareholders, our employees, our partners and our existing and future licensees. It will elevate BrainChip's value and profile on the world's largest, most dynamic and technology-focused investment market.

In the event we move forward with redomiciling, I want to reassure our valued shareholders, the vast majority of whom are Australian retail investors, they will be able to buy, hold and sell shares of our new US parent company without restrictions once the US listing has taken effect.

I am confident this strategic decision is in the best interests and will be a catalyst for value, appreciation, and continued growth for our Company."

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>

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