

BRAVURA
SOLUTIONS

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023

BRAVURA SOLUTIONS LIMITED
ABN 54 164 391 128

Shareholders who have elected
not to receive a printed copy of
the Company's 2023 Annual Report
may obtain a copy from the
Company's website
www.bravurasolutions.com
under the Investors section



bravura
solutions

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NOTICE OF 2023 ANNUAL GENERAL MEETING

OF SHAREHOLDERS (CONTINUED)

NOTICE IS GIVEN that the Annual General Meeting of Bravura Solutions Limited ABN 54 164 391 128 (the Company) will be held at Cliftons Event Solutions, Level 13, 60 Margaret Street, Sydney NSW 2000 on Thursday, 2 November 2023 at 2.00pm.

The Board has decided to hold a hybrid meeting this year, which will allow shareholders the flexibility to attend the AGM in person or participate online.

Shareholders and their proxyholders, corporate representative and attorneys can register, view and participate in the meeting at <https://meetings.linkgroup.com/BVS23>. Further information on how to join the meeting virtually are set out in the Online Platform Guide which has been lodged with ASX and posted on the Company's website.

THE BUSINESS OF THE AGM IS AS FOLLOWS:

ORDINARY BUSINESS

CONSIDERATION OF FINANCIAL STATEMENTS

To consider the Financial Statements and the reports of the Directors and Auditors for the year ended 30 June 2023.

Neither the *Corporations Act 2001* (Cth) nor the Company's constitution (Constitution) requires a vote of Shareholders on the reports or statements. However, Shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

REMUNERATION REPORT

RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

To consider and if thought fit, pass the following ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2023 be adopted, details of which are set out in the explanatory statement to Resolution 1 in the Notice of Meeting."

ELECTION OF DIRECTORS

RESOLUTION 2 - RATIFICATION OF APPOINTMENT OF RUSSELL BASKERVILLE AS A DIRECTOR

To consider and if thought fit, pass the following ordinary resolution:

"That Russell Baskerville, who having been appointed on 28 February 2023, will retire at the close of the meeting in accordance with the Constitution, be re-elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 2 in the Notice of Meeting."

A summary of Russell Baskerville's background and experience is set out in the explanatory statement to Resolution 2.

RESOLUTION 3 - RATIFICATION OF APPOINTMENT OF SHEZAD OKHAI AS A DIRECTOR

To consider and if thought fit, pass the following ordinary resolution:

"That Shezad Okhai, who having been appointed on 28 April 2023, will retire at the close of the meeting in accordance with the Constitution, be re-elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 3 in the Notice of Meeting."

A summary of Shezad Okhai's background and experience is set out in the explanatory statement to Resolution 3.

RESOLUTION 4 - RATIFICATION OF APPOINTMENT OF MATTHEW QUINN AS A DIRECTOR

To consider and if thought fit, pass the following ordinary resolution:

"That Matthew Quinn, who having been appointed on 31 May 2023, will retire at the close of the meeting in accordance with the Constitution, be re-elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 4 in the Notice of Meeting."

A summary of Matthew Quinn's background and experience is set out in the explanatory statement to Resolution 4.

RESOLUTION 5 - RATIFICATION OF APPOINTMENT OF SARAH ADAM-GEDGE AS A DIRECTOR

To consider and if thought fit, pass the following ordinary resolution:

"That Sarah Adam-Gedge, who having been appointed on 1 September 2023, will retire at the close of the meeting in accordance with the Constitution, be re-elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 5 in the Notice of Meeting."

A summary of Sarah Adam-Gedge's background and experience is set out in the explanatory statement to Resolution 5.

RESOLUTION 6 - RATIFICATION OF APPOINTMENT OF DAMIEN LEONARD AS A DIRECTOR

To consider and if thought fit, pass the following ordinary resolution:

NOTICE OF 2023 ANNUAL GENERAL MEETING

OF SHAREHOLDERS (CONTINUED)

"That Damien Leonard, who having been appointed on 19 September 2023, will retire at the close of the meeting in accordance with the Constitution, be re-elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 6 in the Notice of Meeting."

A summary of Damien Leonard's background and experience is set out in the explanatory statement to Resolution 6.

RESOLUTION 7 – RATIFICATION OF APPOINTMENT OF CHARLES CROUCHMAN AS A DIRECTOR

To consider and if thought fit, pass the following ordinary resolution:

"That Charles Crouchman, who having been appointed on 28 September 2023, will retire at the close of the meeting in accordance with the Constitution, be re-elected a Director of the Company, details of which are set out in the explanatory statement to Resolution 7 in the Notice of Meeting."

A summary of Charles Crouchman's background and experience is set out in the explanatory statement to Resolution 7.

EMPLOYEE INCENTIVES

RESOLUTION 8 – APPROVAL OF BRAVURA SOLUTIONS LIMITED EMPLOYEE INCENTIVE PLAN

To consider and if thought fit, pass the following ordinary resolution:

"That issues of equity securities under the Bravura Solutions Limited Employee Incentive Plan, the details of which are set out in the Explanatory Memorandum, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, be approved as an exception to ASX Listing Rule 7.1."

RESOLUTION 9 – APPROVAL FOR THE GRANTING OF OPTIONS TO A DIRECTOR – MR ANDREW RUSSELL (CEO)

To consider and if thought fit, pass the following ordinary resolution:

"That approval is given for the issue of 2,500,000 Options to the CEO, Andrew Russell, under the Bravura Solutions Limited Employee Incentive Plan on the terms and conditions described in the explanatory statement to this Notice of Meeting, for all purposes including ASX Listing Rule 10.14."

CONTINGENT BUSINESS

CONDITIONAL SPILL MEETING

RESOLUTION 10 – CONDITIONAL BOARD SPILL MEETING

If required, to consider and if thought fit, pass the following ordinary resolution:

"That subject to, and conditional on, at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the Company's Remuneration Report for the year ended 30 June 2023:

1. an Extraordinary General Meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;
2. all of the directors in office, except the managing director, when the resolution to approve the Remuneration Report for the year ended 30 June 2023 was passed (being Peter Mann, Russell Baskerville, Shezad Okhai and Matthew Quinn) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and
3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."

Note: This resolution will only be put to shareholders if at least 25% of the votes validly cast on Resolution 1 (the Remuneration Report) are against that resolution.

VOTING EXCLUSIONS

RESOLUTIONS 1 and 10

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the person is the Chairman of the meeting and the appointment of the Chairman as proxy:

NOTICE OF 2023 ANNUAL GENERAL MEETING

OF SHAREHOLDERS (CONTINUED)

- does not specify the way the proxy is to vote on the resolution; and
- expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 and 10 if:

- (a) the person is either:
 - a member of the KMP; or
 - a closely related party of a member of the KMP; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard the vote as a result of these restrictions if:

- (c) the person is the Chairman of the meeting at which the resolution is voted on; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 8

For the purpose of ASX Listing Rules 10.15.4 and 14.11, the Company will disregard any votes cast in favour of Resolution 8 by a person who is eligible to participate in the BSLEIP or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the person is either:
 - a member of the KMP; or
 - a closely related party of a member of the KMP; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard the vote as a result of these restrictions if:

- (a) the person is the Chairman of the meeting at which the resolution is voted on; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 9

For the purpose of ASX Listing Rules 10.15.4 and 14.11, the Company will disregard any votes cast in favour of Resolutions 9 by a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the BSLEIP (which includes Andrew Russell) or an associate of that person.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

NOTICE OF 2023 ANNUAL GENERAL MEETING

OF SHAREHOLDERS (CONTINUED)

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (d) the person is either:
- a member of the KMP; or
 - a closely related party of a member of the KMP; and
- (e) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard the vote as a result of these restrictions if:

- (f) the person is the Chairman of the meeting at which the resolution is voted on; and
- (g) the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

By Order of the Board



MELISSA JONES
COMPANY SECRETARY
29 September 2023

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting of the Company on Thursday, 2 November 2023. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the accompanying Notice of Meeting.

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions contemplated in this Explanatory Statement.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional advisor.

ELIGIBILITY TO VOTE

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's Shares quoted on the ASX at 5.00pm (Sydney time) on Tuesday 31 October 2023 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting, either in person, by proxy or attorney or, in the case of a corporate Shareholder, by a personal representative.

PROXIES

If you are unable to attend and vote at the Annual General Meeting, in accordance with section 249L of the Corporations Act, you may appoint a person (including a body corporate) to attend as your proxy. If you would like to appoint a proxy, please complete the enclosed Proxy Form.

To be effective, the Proxy Form must be received by the Company at its registered office or the Company's share registrar, Link Market Services Limited, by 2.00pm on Tuesday, 31 October 2023, being no later than 48 hours prior to the commencement of the Annual General Meeting. Any proxy form received after this time will not be valid for the scheduled Annual General Meeting.

If a Shareholder is entitled to cast two or more votes at the Annual General Meeting, the Shareholder may appoint one or two proxies. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes to be exercised by each proxy, each proxy may exercise half the votes. Fractions of votes will be disregarded. Where two proxies are appointed, neither proxy shall have the right to vote on a show of hands (but each may vote on a poll).

A proxy need not be a Shareholder of the Company.

A Proxy Form may be completed online at <https://investorcentre.linkgroup.com>. Otherwise, completed Proxy Forms may be returned as follows:

- BY MAIL
Bravura Solutions Limited
C/- Link Market Services Limited Locked Bag A14
Sydney South NSW 1235 Australia
- BY FAX
+61 2 9287 0309
- BY HAND
During business hours Monday to Friday (9.00am – 5.00pm) and subject to any public health orders and restrictions
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

If the Shareholder is an individual, the Proxy Form must be signed by the Shareholder or their attorney.

If the Shareholder is a corporation, the Proxy Form must be executed in accordance with section 127 of the Corporations Act or executed by its attorney or a validly appointed corporate representative. Furthermore, if a corporation elects to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with sections 250D and 253B of the Corporations Act. The Certificate must be lodged with the Company before the AGM or at the registrations desk on the day of the AGM. The Company will retain the certificate.

If the Proxy Form is signed by a person who is not the Shareholder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the Proxy Form.

If a Shareholder has not directed the proxy on how to vote, the proxy may vote as the proxy deems fit, and similarly if the Shareholder appoints the Chairman of the AGM as proxy but does not direct the Chairman on how to vote on an item, the Chairman will vote in accordance with his voting intention as stated, namely in favour of each of resolutions 1-9 and against resolution 10, in the event that it is put to the Meeting.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

EXPLANATORY STATEMENT

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1 to 9. The Chairman of the Meeting intends to vote all available proxies against Resolution 10, in the event it is put to the Meeting.

POLL

Each resolution considered at the AGM will be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole.

QUESTIONS

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions about or to make comments upon the management of the Company (including in respect of the Remuneration Report) and the Resolutions at the meeting via the AGM Online Platform.

Shareholders will have the opportunity to ask questions at the Meeting via the online portal at <https://meetings.linkgroup.com/BVS23>. More detailed information on how to ask questions during the meeting is provided in the Online Platform Guide.

EXPLANATORY STATEMENT (CONTINUED)

FINANCIAL STATEMENTS AND REPORTS

Section 250R of the Corporations Act requires the Financial Report, Directors' Report and the Auditor's Report (collectively referred to as Reports) to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Constitution require Shareholders to vote on such Reports.

However, Shareholders will be given an opportunity to raise questions and make comments on the Reports at the Annual General Meeting.

In addition, as the Company's auditor or their representative will be present at the Annual General Meeting, the Chairman will allow a reasonable opportunity for the Shareholders, as a whole, to ask the auditor or the auditor's representative questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Any Shareholder entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to:

- (a) the content of the Auditor's Report to be considered at the Annual General Meeting; or
- (b) the conduct of the audit of the annual Financial Report to be considered at the Annual General Meeting.

If the Shareholders intend to submit a written question, the question must be given to the Company no later than Tuesday 31 October 2023. The Chairman will allow a reasonable opportunity for the auditor or their representative to answer written questions so submitted and that the auditor considers relevant to (a) or (b) above. If the auditor or their representative has prepared written answers to a written question, the written answers may be tabled at the Annual General Meeting, and in any case as required by section 250T(4) of the Corporations Act, will be made reasonably available to members as soon as practicable after the Annual General Meeting.

RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

Consistent with section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of an ordinary resolution, its Remuneration Report for the year ended 30 June 2023. As per section 250R, the vote on this resolution will be advisory only and will not bind the Directors of the Company. A voting exclusion statement applies to this resolution.

The Remuneration Report is a distinct section of the annual Director's Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 26 to 44. This is available online at www.bravurasolutions.com under the Investor Centre section.

There will be a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report, as per section 250SA of the Corporations Act.

At the Company's 2022 AGM, the Company received its 'First Strike' under section 250U with 26.63% votes cast against the resolution for the adoption of the remuneration report. The Board acknowledges this first strike and its consequences and has addressed Shareholders' concerns.

The Company has engaged with Shareholders and other external stakeholders in an effort to seek their perspectives and feedback and to understand their reasoning for not supporting the 2022 Remuneration Report and areas for improvement. The Board reviewed various aspects of the remuneration arrangements for KMP in FY23 and made some meaningful revisions to the executive incentive plans to align them better with the state of the business, market practice and shareholder expectations. With the recent changes in Board and executive leadership roles, the Board has further reviewed the KMP remuneration arrangements for FY24. Shareholders should refer to the remuneration outcomes for FY23 and further details of the FY24 remuneration arrangements in the Company's FY23 Remuneration Report.

Shareholders should note that while the vote on this resolution is advisory only, if more than 25 per cent of the votes cast on this resolution are cast against adopting the 2023 Remuneration Report, the Contingent Spill Meeting Resolution (Resolution 10) will be put to the meeting. The operation and consequences of a spill resolution are set out under Resolution 10.

RECOMMENDATION

THE DIRECTORS RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 1.

A voting exclusion statement applies to Resolution 1. The Chairman will vote undirected proxies FOR this resolution.

RESOLUTION 2 - RATIFICATION OF APPOINTMENT OF RUSSELL BASKERVILLE AS A DIRECTOR

Russell Baskerville was appointed as an independent non-executive director of the Company in February 2023. In accordance with the Company's Constitution, Russell retires at the 2023 AGM and, being eligible, offers himself for election by Shareholders at the meeting. He is a member of the Audit and Risk Management Committee and Chair of the Human Resources Committee.

EXPLANATORY STATEMENT (CONTINUED)

The Board has conducted appropriate checks into Russell's background and experience, and considers that Russell's skills and experience will enhance the skills and experience represented on the Board. The Board considers Russell to be an independent director.

Based in Perth, Russell has over 20 years of experience as a corporate leader with deep expertise in ASX listed public company leadership and governance, corporate and business strategy, financial and performance improvement initiatives, corporate transactions, technology and business consulting. He was the founder and Managing Director of ASX listed Empired Limited where over 15 years he built the company into one of the largest and most respected digital services firms across Australia and New Zealand.

In addition to being an Independent Non-Executive Director at the Company, Russell is currently non-executive Chairman of ASX listed Elmore Limited (ELE), One Click Group Limited (ICG) and a number of private companies.

RECOMMENDATION

The directors (other than Russell Baskerville) recommend that Shareholders vote in favour of Resolution 2 for the reasons set out above.

RESOLUTION 3 - RATIFICATION OF APPOINTMENT OF SHEZAD OKHAI AS A DIRECTOR

Shezad Okhai, an executive director of the Company, was appointed as a director of the Company effective April 2023. In accordance with the Company's Constitution, Shezad retires at the 2023 AGM and, being eligible, offers himself for election by Shareholders at the meeting.

The Board has conducted appropriate checks into Shezad's background and experience, and supports Shezad's election as it considers that his skills and experience, including his investment and banking experience will enhance the skills and experience represented on the Board.

Shezad was appointed as a nominee director for a substantial shareholder, Pinetree and L6, and as Chief Commercial Officer in April 2023. As such, the Board does not consider him to be an independent director.

Prior to joining Bravura, he was Chief Investment Officer at Pinetree Capital, an investment and merchant banking firm focused on the technology sector. He also spent more than 10 years with Constellation Software, a leading acquirer and operator of vertical market software companies where he built his expertise in capital allocation and vertical market software operations.

RECOMMENDATION

The directors (other than Shezad Okhai) recommend that Shareholders vote in favour of Resolution 3 for the reasons set out above.

RESOLUTION 4 - RATIFICATION OF APPOINTMENT OF MATTHEW QUINN AS A DIRECTOR

Matthew Quinn was appointed as a director of the Company in May 2023. In accordance with the Company's Constitution, Matthew retires at the 2023 AGM and, being eligible, offers himself for election by Shareholders at the meeting. He is a member of the Audit and Risk Management Committee and the Human Resources Committee.

The Board has conducted appropriate checks into Matthew's background and experience, and supports Matthew's election as it considers that his skills and experience, including his ASX listed director and accounting experience, will enhance the skills and experience represented on the Board.

The Board considers Matthew to be an independent director.

Matthew holds a Bachelor of Chemistry and Management and is a Chartered Accountant. He also has senior executive experience having been the Managing Director of Stockland for thirteen years.

Matthew has extensive Non-Executive Director experience in the Australian listed company environment, having held non-executive director positions at CSR Limited, Class Limited, Regis Healthcare Limited and elders Limited. He is also Chairman of unlisted TSA Management Holdings Limited (since 2018).

RECOMMENDATION

The directors (other than Matthew Quinn) recommend that Shareholders vote in favour of Resolution 4 for the reasons set out above.

RESOLUTION 5 - RATIFICATION OF APPOINTMENT OF SARAH ADAM-GEDGE AS A DIRECTOR

Sarah Adam-Gedge, an independent non-executive director of the Company, was appointed as a director of the Company effective September 2023. In accordance with the Company's Constitution, Sarah retires at the 2023 AGM and, being eligible, offers herself for election by Shareholders at the meeting. She is chair of the Audit and Risk Management Committee and a member of the Human Resources Committee.

The Board has conducted appropriate checks into Sarah's background and experience, and supports Sarah's election as it considers that her skills and experience, including her ASX listed director experience and accounting and consulting experience, will enhance the skills and experience represented on the Board.

The Board considers Sarah to be an independent director.

Sarah has extensive global experience leading technology, digital, and professional services organisations across multiple industries and geographies with substantial knowledge of the Australia/New Zealand market. Sarah is currently a non-executive director of Austal Ltd, Codan Ltd, Cricket Australia and Kinetic IT Pty Ltd. Her previous executive experience includes leadership roles at major global technology organisations including IBM and Wipro, as well as Managing Partner at PwC, and Audit & Business Consulting Partner at Arthur Andersen where she began her career. Sarah is a Chartered Accountant and a Graduate of the Australian Institute of Company Directors.

EXPLANATORY STATEMENT (CONTINUED)

RECOMMENDATION

The directors (other than Sarah Adam-Gedge) recommend that Shareholders vote in favour of Resolution 5 for the reasons set out above.

RESOLUTION 6 – RATIFICATION OF APPOINTMENT OF DAMIEN LEONARD AS A DIRECTOR

Damien Leonard was appointed as a director of the Company effective 18 September 2023. In accordance with the Company's Constitution, Damien retires at the 2023 AGM and, being eligible, offers himself for election by Shareholders at the meeting. He is a member of the Human Resources Committee.

The Board has conducted appropriate checks into Damien's background and experience, and supports Damien's election as it considers that his skills and experience, including his investment and strategic experience, will enhance the skills and experience represented on the Board, while also providing strong shareholder alignment.

As Damien is related to a substantial shareholder, he is not considered independent.

Damien provides strong expertise in strategic advice and capital allocation through his involvement in numerous enterprise software and technology organisations over the last decade. He was appointed President of Pinetree Capital in August 2020 and has been a Director since 2017. He previously served as CEO from 2017 to 2020, and COO from 2016 to 2017. Damien has over a decade of public markets investing experience in Canada, the United States, Europe and Australia, specializing in small-cap software company investing and special situation investing.

RECOMMENDATION

The directors (other than Damien Leonard) recommend that Shareholders vote in favour of Resolution 6 for the reasons set out above.

RESOLUTION 7 – RATIFICATION OF APPOINTMENT OF CHARLES CROUCHMAN AS A DIRECTOR

Charles Crouchman was appointed as a director of the Company on 28 September 2023. In accordance with the Company's Constitution, Charles retires at the 2023 AGM and, being eligible, offers himself for election by Shareholders at the meeting, subject to satisfactory completion of background checks.

Subject to satisfactory completion of background checks, the Board supports Charles' election as it considers that his skills and experience, including his technical and operational experience, will enhance the skills and experience represented on the Board.

Charles has given an unequivocal undertaking to resign should the Company receive the results of a background check that it considers is not satisfactory as suggested by the ASX Corporate Governance Principles and Recommendations.

The Board considers Charles to be an independent director.

Charles has deep technical knowledge to advise on the technical and operational plans presented by the Company's CTO organisation for its wide ranging product portfolio. He has been responsible for leading a global product organisation including product management, product engineering, test engineering and product support. He recently spent 9 years as Chief Product Officer and Chief Technology Officer of Turbonomic, a cloud management tools business and remained with the business after its acquisition by IBM, as Head of Strategy, IT Automation

RECOMMENDATION

The directors (other than Charles Crouchman) recommend that Shareholders vote in favour of Resolution 7 for the reasons set out above.

RESOLUTION 8 – APPROVAL OF BRAVURA SOLUTIONS LIMITED EMPLOYEE INCENTIVE PLAN

The Board has adopted an employee incentive plan for the purposes of incentivising, attracting, motivating and retaining Company personnel. The Company considers that the Bravura Solutions Limited Employee Incentive Plan (BSLEIP) and the future issue of securities under the BSLEIP will incentivise selected employees, directors and personnel by giving them the opportunity to participate in the future growth of the Company.

This resolution seeks Shareholder approval of the BSLEIP for the purposes of ASX Listing Rule 7.2 (exception 13). The BSLEIP was previously approved by Shareholders at the Company's 2019 AGM held on 26 November 2019.

A summary of the terms of the BSLEIP is set out in Schedule 1.

ASX Listing Rule 7.2 (exception 13) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1. This means that equity securities issued under such an employee incentive scheme are not considered for the purposes of calculating the capacity of the Company to issue securities under ASX Listing Rule 7.1.

It is only available if and to the extent that the number of equity securities issued by the Company under the BSLEIP does not exceed the maximum number of equity securities set out below, and will cease to be available if there is a material change to the terms of the BSLEIP from those summarised in Schedule 1.

Information required by ASX Listing Rule 14.1A

If resolution 8 is passed, Bravura Solutions can issue securities under the BSLEIP without such issues counting towards the 15% Rule. If resolution 8 is not passed, issues of equity securities under the BSLEIP may be made, but must fall within and be permitted by the 15% Rule at the time of issue (unless another exception under ASX Listing Rule 7.2 applies).

EXPLANATORY STATEMENT (CONTINUED)

Information required by ASX Listing Rule 7.2

A summary of the terms of the BSLEIP is set out in Schedule 1.

The number of securities issued under the scheme since the date of the last approval under this rule is 6,427,907 (FY20: 659,433, FY21: 1,023,638, FY22: 1,173,168, FY23: 3,571,668).

The maximum number of equity securities proposed to be issued under the scheme in the three years following approval is 15,000,000 (equivalent to 3.35% of the Company's current issued capital).

A voting exclusion statement in respect of resolution 8 is set out above.

RECOMMENDATION

The directors unanimously recommend that Shareholders vote in favour of Resolution 8

A voting exclusion statement applies to Resolution 8. The Chairman will vote undirected proxies FOR this resolution.

RESOLUTION 9 – APPROVAL FOR THE GRANTING OF SECURITIES TO A DIRECTOR – MR ANDREW RUSSELL, CEO.

ASX Listing Rule 10.14 requires the Company to obtain from Shareholders approval for the issue of securities to a director under an employee incentive scheme. The Company is seeking Shareholder approval for the proposed grant of Executive Options to Andrew Russell (CEO) as set out below. A key component of effective remuneration for executives is a long term incentive to drive shared performance objectives and link remuneration to company performance. The issue of the Executive Options will be included within the maximum amount sought for approval under Resolution 8.

The features of the proposed 2024 financial year offer of Options to the CEO are summarised below:

EXPLANATORY STATEMENT (CONTINUED)

ASPECT	DETAILS
Incentive type	The Company is seeking Shareholder approval for a grant of Options to Andrew Russell (CEO). Options may vest if Vesting Conditions are satisfied.
Terms & Conditions	The Board has the discretion to set the terms and conditions on which it will offer Options under the BSLEIP, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. In the case of Options, the Vesting Conditions are intended to be challenging and linked to growth in shareholder value.
Number of Options	Mr Andrew Russell (CEO) A total of 2,500,000 Options will be offered to the CEO in the 2024 financial year.
Amount payable for Options	The Options granted under this plan will be issued at market value based on the safe harbour valuation methodology included in the tax regulations. The issue price for Andrew Russell's Options grant is \$0.01155, A share price of \$0.49 on the date of grant of 24 August 2023 was used to determine this issue price.
Vesting Period	The Vesting Period will be the three financial years from 1 July 2023 to 30 June 2026.
Vesting Conditions	In order for Options to vest, the performance conditions (Vesting Conditions) must be satisfied. The Vesting Condition will require that: <ul style="list-style-type: none"> the share price based on a 90-day VWAP exceed \$1 at any time during the vesting period; and Continued employment during the vesting period.
Retesting	Retesting will not apply to these Options.
Exercise Price	Vested options will be exerciseable at an exercise price of \$0.55, which represents a premium of 12% to the grant date share price.
Disposal Restrictions	Options Options may not be disposed of or otherwise dealt with except by force of law and then only when permitted under the Company's Securities Trading Policy (Rule 14.1). Shares – Default Disposal Restrictions All Shares acquired by Participants on exercise of vested , Options shall be subject to a disposal restriction, being that such Shares may not be disposed of or otherwise dealt with until such disposals and dealings are no longer prohibited under: (a) the Company's Securities Trading Policy, and (b) the Corporations Act having regard to Division 3 of Part 7.10 (which prohibits insider trading). Release of Disposal Restriction Disposal restrictions may be released early if a taxing point arises in relation to Shares then disposal restrictions, other than those that arise under the Corporations Act having regard to Division 3 of Part 7.10 (which prohibits insider trading), will be automatically lifted to the extent required to ensure that 50% of the shares that become taxable are no longer so restricted.
Cessation of Employment	Pursuant to Rule 15, the Board has determined that unvested Options held at the date of termination and that have not been forfeited will be treated as follows in the event of a Participant ceasing to be an employee of the Company: (a) If the circumstances of the cessation of employment is classified as a Bad Leaver as defined below then all unvested Options held by the Participant at the date of cessation of employment will be forfeited unless otherwise determined by the Board, or (b) If the circumstances of the cessation of employment is classified as a Good Leaver as defined below then a portion of unvested Options held by the Participant at the date of cessation of employment will be retained by the Participant for testing for vesting at the end of the Vesting Period unless otherwise determined by the Board. The portion retained will be determined by the length of service through the performance Vesting Period for each grant. In relation to the Invitation, Bad Leaver means when the cessation of employment is due to voluntary resignation, dismissal for gross misconduct or other situations so classified by the Board in its discretion.

EXPLANATORY STATEMENT (CONTINUED)

ASPECT	DETAILS
	In relation to the Invitation, Good Leaver means a situation not classified as a Bad Leaver.
Change of Control of the Company	Where a Change of Control Event occurs (such as a takeover bid or a scheme of arrangement), the Board may in its discretion, determine that all or a specified number of a Participant's Options are deemed to have vested.
Major Return of Capital	<p>Pursuant to Rule 2.2(b)(iv), the Board has determined that unless otherwise determined by the Board, in the event of a major return of capital (as determined by the Board), the Vesting Conditions attached to the Options will cease to apply and:</p> <p>(a) unvested Options granted in the financial year of the return of capital will lapse in the proportion that the remainder of the financial year bears to the full financial year,</p> <p>(b) all remaining unvested Options will vest in accordance with the application of a formula.</p> <p>Any unvested Options that do not vest in relation to (b) will lapse.</p>
Voting and Dividends: Options	Options do not carry voting or dividend entitlements. Shares issued when Options vest carry all entitlements of Shares, including voting and dividend entitlements.
Lapse and Forfeiture of Options	Options will lapse if the prescribed Vesting Conditions are not satisfied within the prescribed Vesting Period.
Fraud, Gross Misconduct etc.	In the event that the Board forms the opinion that a Participant has committed an act of fraud, dishonesty or has breached their duties or obligations in relation to the Company, all unvested Options held by that Participant will lapse and be forfeited.
Competition and Other Actions that May Harm the Company	<p>If a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board all unvested Options held by that Participant will lapse and be forfeited, unless otherwise determined by the Board.</p> <p>If a Participant either directly or indirectly competes with the Company including becoming an employee of a competitor, supplier or customer, without the prior written consent of the Company, all Options held by that Participant will lapse and be forfeited, unless otherwise determined by the Board.</p>
Issue or Acquisition of Shares	Shares allocated to a Participant when Options vest under the BSLEIP may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the BSLEIP.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying vested Options, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the BSLEIP.
Other Terms of the BSLEIP	The BSLEIP also contains customary and usual terms having regard to Australian law for dealing with administration, variation, suspension and termination of the BSLEIP.
Hedging	The Company prohibits the hedging of Options by participants in the BSLEIP.

Information required by ASX Listing Rule 10.15

- Name of person to be granted the Options: Andrew Russell
- Category in ASX Listing Rule 10.14: 10.14.1, Mr Russell is an Executive Director of the Company.
- Number of Options to be granted: 2,500,000 Options
- The current total remuneration package for Mr Russell comprises Fixed Remuneration (base salary and superannuation) of \$750,000, a maximum Short-Term Incentive of \$250,000 and 2,500,000 Options granted pursuant to the terms above and subject to approval at the 2023 Annual General Meeting. The market value of the underlying share on the date of grant was \$0.49 per share, resulting in a total market value of \$29,000 for these Options.
- Securities previously granted to Mr Russell under the BSLEIP: None.
- Material terms of the Options and other information required in accordance with ASX Listing Rule 10.15.6:
 - Refer above.

EXPLANATORY STATEMENT (CONTINUED)

- Executive remuneration is determined by the non-executive members of the Board, having consideration of relevant market practices and the circumstances of the Company on an annual basis. It is the view of non-executive members of the Board that it is in the interests of Shareholders for selected executives (the Participants) to receive part of their total remuneration package in the form of at-risk equity that will vest based on performance against indicators that are linked to Shareholder benefit (Vesting Conditions) during a defined Vesting Period. This is also considered best practice with regards to evident market practices. It should therefore be considered appropriate to provide some equity-based remuneration to executive directors of the Company instead of cash only.
 - The Company attributes a value of \$29,000 to the Options based on Safe Harbour valuation methodology included in the tax regulations.
7. The Options will be issued to Mr Russell following the annual general meeting of the Company, and in any event, no later than 3 years after the meeting, assuming the resolution is passed.
 8. Issue price of Options: see above.
 9. Summary of the material terms of the scheme: Refer to the summary of the terms and conditions of the BSLEIP in Schedule 1.
 10. Loan: No loan will be provided in relation to the acquisition of the Options.
 11. Details of any securities issued under the BSLEIP will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the BSLEIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14
 12. A voting exclusion statement is set out in the Notice.

Information required by ASX Listing Rule 14.1A

If resolution 9 is passed, Bravura Solutions will issue securities to Mr Russell under the BSLEIP without such issues counting towards the 15% Rule, pursuant to ASX Listing Rule 7.2 (Exception 14). If resolution 9 is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Russell which may include a payment of cash

RECOMMENDATION

The directors (other than Andrew Russell) recommend that shareholders vote in favour of resolution 9. A voting exclusion statement applies to Resolution 9. The Chairman will vote undirected proxies FOR this resolution.

A voting exclusion statement applies to Resolution 9. The Chairman will vote undirected proxies FOR this resolution.

RESOLUTION 10 – CONDITIONAL BOARD SPILL MEETING

This resolution will be put to the meeting only if at least 25% of the votes cast on Resolution 1 to adopt the Company's Remuneration Report are cast 'against' its adoption.

This resolution is considered to be an ordinary resolution, which means that, to be passed, the resolution requires the approval of more than 50% of the votes cast by or on behalf of shareholders entitled to vote on the matter. If this resolution is put to the meeting and passed, the Company must hold an extraordinary general meeting (Spill Meeting) within 90 days of the date of this resolution in order to consider the composition of the Board.

All of the directors of the Company, except the managing director, in office when the resolution to approve the Remuneration Report for the year ended 30 June 2023 was passed (being Peter Mann, Russell Baskerville, Shezad Okhai and Matthew Quinn) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as directors is approved will be the directors of the Company.

In making a decision about how to vote on this Resolution, consideration should be given to:

- (a) the actions the Board has taken since that time in response to the First Strike as detailed in the Remuneration Report;
- (b) the changes to the Board since the Remuneration Report period;
- (c) the uncertainty, disruption and additional costs that will arise from the Spill Meeting (which is a general meeting that the Directors do not consider to be in the best interests of the Company or its shareholders), particularly on the business's strategy, performance and potential value which is showing positive signs of recovery after many challenging years; and
- (d) the fact that shareholder have the opportunity at this general meeting to vote on the appointment of Russell Baskerville, Shezad Okhai and Matthew Quinn in any event (under Resolutions 2, 3 and 4).

The Company will provide at least 28 days of notice to Shareholders prior to holding any Spill Meeting that is required if this Resolution is passed.

RECOMMENDATION

The directors recommend that Shareholders vote against Resolution 10

A voting exclusion statement applies to Resolution 10. The Chairman will vote undirected proxies AGAINST this resolution.

EXPLANATORY STATEMENT (CONTINUED)

SCHEDULE 1 – SUMMARY OF KEY TERMS OF BRAVURA SOLUTIONS LIMITED EMPLOYEE INCENTIVE PLAN

ASPECT	DETAILS
Instrument: Awards	<p>The BSLEIP is a plan that involves grants of “Awards” which may, at the Board’s discretion, be:</p> <ul style="list-style-type: none"> • Performance Rights • Options, • Restricted Shares, or • Incentive Rights <p>that may, in some circumstances, be settled in the form of cash upon exercise, but which will generally be settled in the form of an ordinary Bravura Solutions Limited Share (Share), which may be a Share subject to disposal restrictions.</p> <p>The Board may, in its discretion, specify that Rights and Options are entitled to Dividend Equivalent Rights, under an Invitation, in which case the Participant will be granted will be approximately equal to the value of the amount of dividends that would have been payable had the Options or Performance Rights been Shares.</p> <p>Grants to executives will generally be in the form of Performance Rights or Options which are subject to Vesting Conditions, which may be related to indicators of value creation and/or service for example.</p>
Terms & Conditions, Including Variations	<p>The Board has the discretion to set the terms and conditions on which it will offer Awards under the BSLEIP, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. The terms and conditions of the BSLEIP include those aspects legally required as well as a method for calculating the appropriate number to vest in the circumstances of a change of control, a major return of capital to shareholders and the treatment of Awards in the circumstances of various forms of termination of employment. In the case of Performance Rights or Options, the Vesting Conditions are intended to be challenging and linked to growth in shareholder value.</p>
Number of Awards	<p>The number of Awards to be offered will be at the discretion of the Board. It is intended that the number of Awards to be granted will be determined annually with regard to the Participant’s fixed pay, relevant market practices and the relevant policies of the Company regarding remuneration.</p> <p>An Award does not confer on a Participant the right to participate in new issues of securities to existing holders of Shares, unless the Right or Option has vested and been exercised, and Shares are Allocated for their benefit in respect of Rights and/or Options.</p>
Vesting, Exercise, Exercise Price and Settlement	<p>Performance Rights and Options are only vested when the Company notifies a Participant that vesting have occurred, and subject to the satisfaction of Vesting Conditions. Rights and Options may be exercised only once vested.</p> <p>Rights and Options that vest and are exercised will be evaluated and will be settled in Shares, cash or a combination of cash and Shares based on the then Share price, at the Board’s discretion. No exercise price is required to exercise vested Performance or Incentive Rights, however, if a grant of Options is made, then the Participant must pay the Exercise Price to exercise the Option, as specified in an Invitation.</p> <p>Vesting Conditions will generally relate to indicators of value creation and/or service.</p>
Vesting Period	<p>The Vesting Period is the period over which Vesting Conditions are assessed and may be determined by the Board as part of each Invitation. In practice it will generally be three years for Performance Rights or Options (starting from the beginning of the first financial year in the Vesting Period).</p>
Cost of Awards	<p>Participants may have to pay an amount specified in the invitation letter in order to acquire an Incentive Right, Performance Right or Option under the plan. The Board may in its discretion make Invitations that involve contributions, in which case the Participant must make such contributions in order to receive an allocation of Shares or Restricted Shares.</p>
Retesting	<p>While re-testing is contemplated under the Rules, this feature has not been used and it is not intended to be used in the foreseeable future.</p>

EXPLANATORY STATEMENT (CONTINUED)

ASPECT	DETAILS
Disposal Restrictions	<p>Incentive Rights, Performance Rights and Options: Awards in these classes may not be disposed of or otherwise dealt with except by force of law and then only when permitted under the Company's Securities Trading Policy (Rule 14.1), and will lapse and be forfeited if this Rule is breached.</p> <p>Shares: Invitations may specify a Restriction Period, during which a Participant may not deal with Shares that have resulted from the exercising of Rights or Options under the Plan.</p> <p>Restricted Shares: will cease to be subject to disposal restrictions when Vesting Conditions and any other requirements specified in the Invitation have been met, and the Company notifies the Participant that the Share is no longer Restricted Share.</p> <p>Securities may only be dealt with in accordance with the Company's Securities Trading Policy.</p>
Cessation of Employment	<p>Under the Rules, the Board may determine the treatment of Awards in the case of a cessation of employment, which may but does not need to be specified in an Invitation.</p> <p>In practice, Invitations reflect the Board's determination that Performance Rights or Options granted in the financial year of the cessation of employment and remaining unvested at the date of cessation of employment will be forfeited in the proportion that the remainder of the financial year following the cessation of employment bears to the full financial year, unless otherwise determined by the Board. In practice, the Board has also determined that Unvested Performance Rights or Options held at the date of termination and that have not been forfeited under the previous paragraph will be treated as follows in the event of a Participant ceasing to be an employee of the Company:</p> <p>If the circumstances of the cessation of employment is classified as a Bad Leaver as defined below then all unvested Performance Rights or Options held by the Participant at the date of cessation of employment will be forfeited unless otherwise determined by the Board, or</p> <p>If the circumstances of the cessation of employment is classified as a Good Leaver as defined below then all unvested Performance Rights or Options held by the Participant at the date of cessation of employment will be retained by the Participant for testing for vesting at the end of the Vesting Period unless otherwise determined by the Board.</p> <p>In relation to the Invitation, Bad Leaver means when the cessation of employment is due to voluntary resignation, dismissal for cause such as performance related issues, financial misstatement, gross misconduct, any actions which cause or pose material financial, reputational or other risk to the company, or other situations so classified by the Board in its discretion.</p> <p>In relation to the Invitation, Good Leaver means a situation not classified as a Bad Leaver and will generally include cessation of employment for reasons such as death, disability or employer-initiated termination without cause.</p>
Change of Control of the Company	<p>Under the Rules, in the case of a Change of Control the Board may determine that some or all Awards are deemed to have vested and/or become exercisable, and/or that disposal restrictions or any other terms cease to apply, or determine another treatment of Awards and specify it in an Invitation.</p>
Voting and Dividends	<p>Awards other than Restricted Shares do not carry an entitlement to voting or to dividends. Shares issued when Performance Rights or Options vest carry all entitlements of Shares, including voting and dividend entitlements.</p>
Lapse and Forfeiture of Awards	<p>Performance Rights, Options and Incentive Rights will lapse if the prescribed Vesting Conditions are not satisfied within the prescribed Vesting Period, or a vested Right or Option is not exercised before the prescribed date.</p> <p>If not exercised earlier, Options will lapse 7 years after Vesting unless another date is specified in the Invitation, or if the prescribed Vesting Conditions are not satisfied within the prescribed Vesting Period.</p>
Inappropriate Benefits, Fraud, Gross Misconduct etc.	<p>In the event that the Board forms the opinion that a Participant has committed an act of fraud, dishonesty or gross misconduct, or there has been a material misstatement or omission which will require the financial statements of a Group Company to be restated, then the Board has discretion to determine how Awards will be treated.</p>

EXPLANATORY STATEMENT (CONTINUED)

ASPECT	DETAILS
Issue or Acquisition of Shares	Shares allocated to a Participant when Awards vest under the BSLEIP may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying vested Awards, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the BSLEIP.
Loan Arrangements	The Board may in its discretion determine that a Loan will be made by the Lender to a Participant to be used to satisfy all or part of the payment of the amount payable for the grant of Restricted Shares under a contribution arrangement. No interest or charges apply to the Loan, which is a limited recourse loan (to the sale value of Loan Shares).
Other Terms of the BSLEIP	The BSLEIP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the BSLEIP.
Hedging	The Company prohibits the hedging of Awards by Participants, under its trading policy.

CORPORATE DIRECTORY

CORPORATE INFORMATION

ABN 54 164 391 128

CORPORATE AND REGISTERED OFFICE

Level 6, 345 George Street

Sydney NSW 2000

Phone: +61 2 9018 7800

Fax: +61 2 9018 7811

WEBSITE ADDRESS

www.bravurasolutions.com

BOARD OF DIRECTORS

Matthew Quinn

Chairman and Independent Non-executive Director

Peter Mann

Independent Non-executive Director

Russell Baskerville

Independent Non-executive Director

Sarah Adam-Gedge

Independent Non-executive Director

Damien Leonard

Non-executive Director

Charles Crouchman

Independent Non-executive Director

Andrew Russell

Group CEO and Managing Director

Shezad Okhai

CCO and Executive Director

COMPANY SECRETARY

Melissa Jones

AUDITORS

Ernst & Young 200 George Street

Sydney NSW 2000

Phone: 61 2 9248 5555

SHARE REGISTRY

Link Market Services Limited

Level 12, 680 George Street

Sydney NSW 2000

Phone : +61 1300 554 474

<https://investorcentre.linkgroup.com>



Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

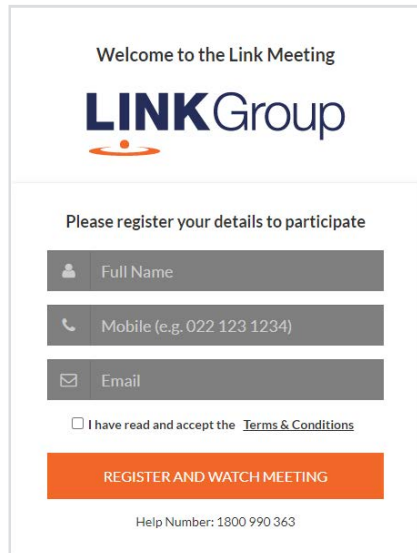
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/BVS23>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

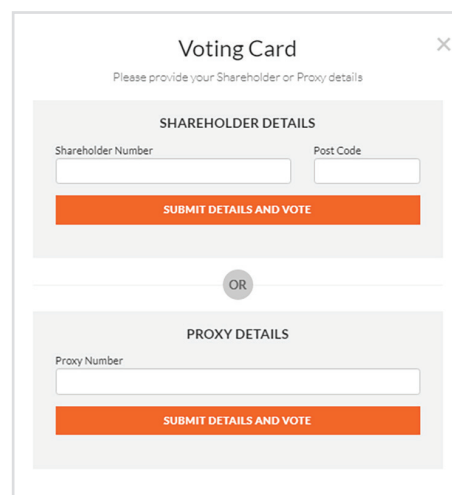
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

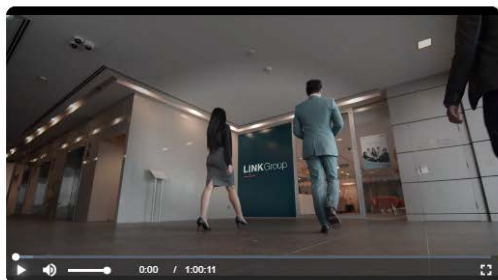


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

*****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

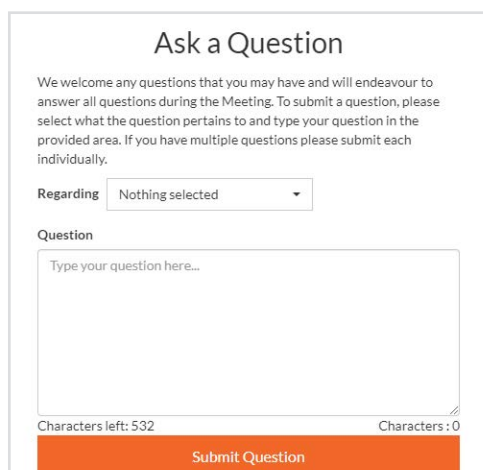
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



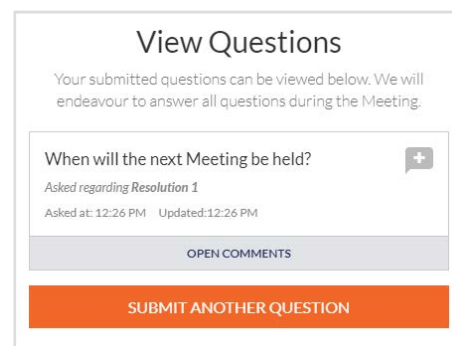
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au

29 September 2023

Dear Shareholder,

Notice of Annual General Meeting 2023

Bravura Solutions Limited (Bravura or the Company) will hold its Annual General meeting (AGM) at 2:00pm Sydney time on Wednesday 2 November 2023 at Cliftons Event Solutions, Level 13, 60 Margaret Steet, Sydney NSW 2000.

Shareholders will have the opportunity to attend the AGM in person or virtually through an online platform provided by our Share Registry, Link Market Services <https://meetings.linkgroup.com/BVS23>.

I encourage you to review Bravura's 2023 Annual Report in advance of the AGM. This and other reports are available on Bravura's website.

Notice of Meeting

The notice of meeting for the AGM is available at the investor section of the Bravura website at <https://investors.bravurasolutions.com/Investor-Centre/> and has been released to the ASX.

If you are unable to access the notice of meeting, or would like to receive a printed copy of the notice of meeting, please contact Link Market Services at LMSComms@linkmarketservices.com.au.

Participation in the AGM – before the meeting

If you are intending to appoint a proxy to attend and vote at the AGM on your behalf, please complete and return the enclosed personalised Proxy Form to the Company's Share Registry by lodging it online or by delivering it to Link Market Services, in accordance with the instructions set out in the Proxy Form. To be valid your duly signed Proxy Form must be received by no later than **2.00pm** on Tuesday 31 October.

Submit questions online at www.linkmarketservices.com.au by **2.00pm** on Tuesday 31 October.

Further information on how to attend and vote at the AGM through the online platform is set out in the notice of meeting and the Online Platform Guide available on our website.

Your directors and the management of Bravura look forward to providing an update on Bravura's activities at the AGM.

Yours faithfully,



Matthew Quinn
Chairman

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Bravura Solutions Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:00pm (AEDT) on Tuesday, 31 October 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Bravura Solutions Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Thursday, 2 November 2023** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Cliffons Event Solutions, Level 13, 60 Margaret Street, Sydney, NSW 2000** or logging in online at <https://meetings.linkgroup.com/BVS23> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of resolutions 1 to 9.

The Chairman of the Meeting intends to vote undirected proxies against resolution 10.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval for the Granting of Options to a Director – Mr Andrew Russell (CEO)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Appointment of Russell Baskerville as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Conditional Board Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Appointment of Shezad Okhai as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Appointment of Matthew Quinn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Ratification of Appointment of Sarah Adam-Gedge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Ratification of Appointment of Damien Leonard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Ratification of Appointment of Charles Crouchman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of Bravura Solutions Limited Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Note: This resolution will only be put to shareholders if at least 25% of the votes validly cast on Resolution 1 (the Remuneration Report) are against that resolution.



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BVS PRX2301N