

BRAVURA  
SOLUTIONS  
**CORPORATE  
GOVERNANCE  
STATEMENT  
2020**

BRAVURA SOLUTIONS LIMITED  
ABN 54 164 391 128



**bravura**  
solutions

# CORPORATE GOVERNANCE STATEMENT

## CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020

Bravura Solutions Limited's ("Bravura Solutions") corporate governance framework is based on and consistent with the Corporate Governance Principles and Recommendations 3rd Edition with 2014 amendments issued by the ASX Corporate Governance Council ("ASX Principles") and has regard to the circumstances of Bravura Solutions. The Board notes that the 4th edition of the ASX Principles will apply to Bravura Solutions for its first full financial year commencing 1 July 2020. Bravura Solutions is in the process of reviewing and amending (where appropriate) its corporate governance framework to comply with all of the ASX's recommendations in its 4th edition of the ASX Principles.

This statement has been approved by the Board on 26 August 2020 and describes the key corporate governance practices in place as at that date. This statement also describes the extent to which Bravura Solutions has followed the recommendations in the ASX Principles for the period 1 July 2019 to 30 June 2020 ("Reporting Period").

Bravura Solutions' website has a dedicated Corporate Governance section in the Investor section which provides shareholders with access to Bravura Solutions' corporate governance framework of policies and procedures, and this corporate governance statement: <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>.

## 1 THE BOARD

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 1)

The Board is responsible for providing guidance to and effective oversight of management on behalf of Bravura Solutions and its shareholders. The roles and responsibilities of the Board are set out in the Board Charter. This Board Charter and the Bravura Solutions Constitution set out the Board's roles and responsibilities and describes those matters expressly reserved for the Board's determination and those matters delegated to management. Copies of these documents are available in the Investor section on Bravura Solutions' website (in compliance with Recommendation 1.1 of the ASX Principles): <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>

The Board is responsible for the overall operation and stewardship of Bravura Solutions and, in particular, for the long-term growth and profitability of Bravura Solutions, the strategies, policies and financial objectives of Bravura Solutions, and for monitoring the implementation of those policies, strategies and financial objectives.

In performing the responsibilities set out in the Board Charter, the Board seeks to act at all times in a manner designed to create and continue to build sustainable value for shareholders and in accordance with the duties and obligations imposed on it by the Bravura Solutions Constitution and by law. The Board reviewed the Board Charter during the Reporting Period and determined that its form remained appropriate with no changes required and will review the Board Charter periodically.

### 1.1 DELEGATION TO MANAGEMENT

The Bravura Solutions Managing Director is responsible for running the day to day affairs of Bravura Solutions under delegated authority from the Board and to implement the policies and strategy set by the Board supported by Bravura Solutions' Executives. Details of the members of Bravura Solutions' Executives are set out in Bravura Solutions' Annual Report at pages 18 and 19.

## 2 BOARD STRUCTURE AND COMPOSITION

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 1, 2)

### 2.1 BOARD STRUCTURE

The Board is structured so that its membership provides the mix of qualifications, skills and experience to enable it to discharge its responsibilities, and so that its size facilitates effective discussion and efficient decision making.

As at the date of this statement, the Board comprises six Directors, with four independent Non-Executive Directors (Mr Neil Broekhuizen (Chairman), Mr Peter Mann, Ms Alexa Henderson and Ms Libby Roy), and two Executive Directors (Mr Tony Klim, the CEO and Mr Martin Deda, the CFO). For a profile of the Directors, including their length of service, skills, qualifications, experience, relevant expertise and year of appointment, please refer to Bravura Solutions' Annual Report at pages 24, 25 and 30.

### 2.2 DIRECTOR INDEPENDENCE

Directors are expected to bring views and judgement to Board deliberations that are independent of management and free of any business or other relationship or circumstance that could materially interfere with the exercise of objective, unfettered or independent judgment, having regard to the best interests of the company as a whole.

The Board Charter requires that the Board should be comprised of a majority of people who are independent Directors (in compliance with Recommendation 2.4 of the ASX Principles). The Board Charter also requires that the Chair of the Board is independent and should not hold the role of CEO or Managing Director (in compliance with Recommendation 2.5 of the ASX Principles). Mr Neil Broekhuizen is the current Chairman, who assumed the role in 2019. Further information on Mr Broekhuizen is set out at page 24 of Bravura Solutions' Annual Report

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

A majority of the Board is independent. The Board has reviewed the skills and competencies required of the Board and considers the current Board is appropriately constituted to make decisions in the best interest of all shareholders. The Board assesses the independence of new Directors upon appointment and regularly reviews the independence of all Directors in light of interests disclosed. The Board will also review the independence of any director who has served in that position for more than 10 years to confirm that their independent status can be maintained.

### 2.3 TENURE, RETIREMENT AND ELECTION/RE-ELECTION

Each Director's term of appointment is subject to the provisions of the Corporations Act, the ASX Listing Rules and the Bravura Solutions Constitution. Each Director has a written agreement with Bravura Solutions which sets out the terms of their appointment (in compliance with Recommendation 1.3 of the ASX Principles).

No Director (other than the Managing Director) may hold office without re-election past the third AGM following their appointment or three years, whichever is longer.

Bravura Solutions will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director in the relevant notice of meeting (in compliance with Recommendation 1.2(b) of the ASX Principles). Board support for Directors retiring and seeking re-election is not automatic.

### 2.4 NOMINATION AND APPOINTMENT OF NEW DIRECTORS AND BOARD DIVERSITY

The Board and the Remuneration and Nomination Committee are responsible for the nomination, selection and appointment of new Directors. The Remuneration and Nomination Committee is responsible for identifying individuals who may be qualified to become Directors. The Remuneration and Nomination Committee has regard to such factors it considers appropriate, including judgement, skill, diversity, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Board Committee, and the ASX Principles. Bravura Solutions also undertakes background checks on prospective candidates including in relation to a candidate's character, experience, education and qualifications, criminal record and bankruptcy history.

On appointment, all Directors receive a formal letter of appointment or service agreement which clearly sets out what is expected of them in terms of time commitment, Committee membership and involvement outside Board meetings.

Bravura Solutions values and is proud of its strong and diverse workforce and is committed to supporting and further developing this diversity through attracting, recruiting, engaging and retaining diverse talent and aligning Bravura Solutions' culture and management systems with this commitment.

Bravura Solutions believes that such a commitment to diversity creates competitive advantage and enhances employee participation and is crucial to the organisation's growth and continuing success. Bravura Solutions' Diversity Policy can be found on Bravura Solutions' website in the Investor section: <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance> (in compliance with Recommendation 1.5(a) and (b) of the ASX Principles).

The Board has 6 Board members with 2 members being female.

### 2.5 INDUCTION OF NEW DIRECTORS AND ONGOING DEVELOPMENT

The Remuneration and Nomination Committee is responsible for ensuring an effective orientation program for new Directors that would involve a formal letter of appointment or service agreement which clearly sets out what is expected of them in terms of time commitment, Committee membership and involvement outside Board meetings. New Directors would also be provided with important information about Bravura Solutions and its business. The Remuneration and Nomination Committee will regularly review the orientation program's effectiveness, in compliance with Recommendation 2.1 and 2.6 of the ASX Principles.

In respect of ongoing development, Directors may request and undertake relevant training and professional development at Bravura Solutions' expense, where appropriate.

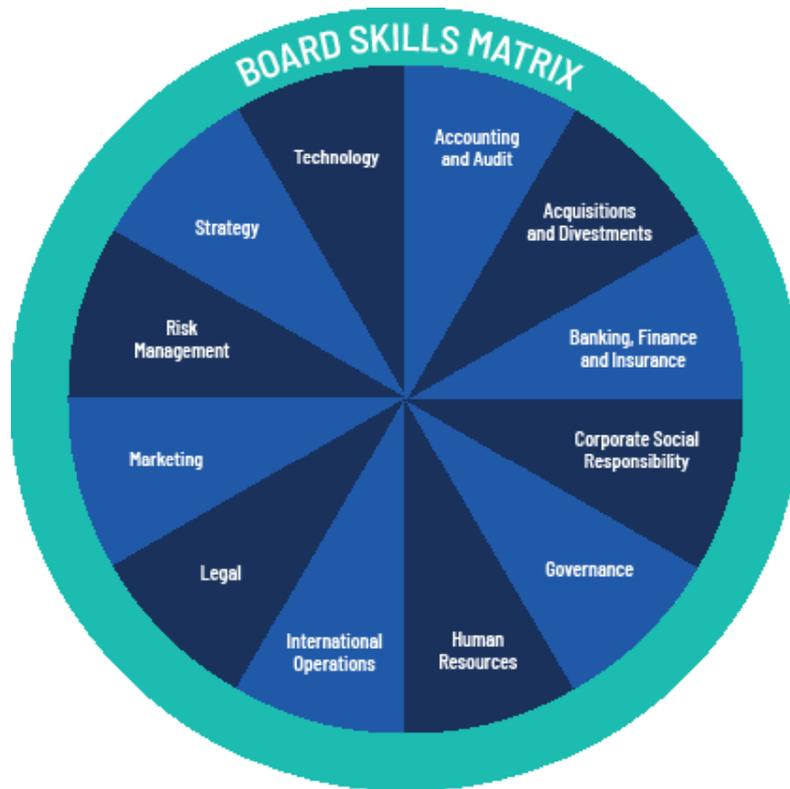
### 2.6 KNOWLEDGE, SKILLS AND EXPERIENCE

In the lead up to listing on the ASX in November 2016, Bravura Solutions undertook an extensive process to ensure that the skills, experience and diversity on the Board reflected the various areas relevant to Bravura Solutions' core capabilities and strategic objectives. The Board members were provided with background industry information, previous financial and business results and information on Bravura Solutions' strategic initiatives. The composition of the Board has changed since the last reporting period. Mr Brian Mitchell resigned as a Director and Chairman of Bravura Solutions in August 2019 and Mr Neil Broekhuizen was appointed as Chairman to replace him. In April 2020, Ms Libby Roy was appointed as an independent non-executive Director and in May 2020 she was appointed as a member of the Audit and Risk Management Committee.

Bravura Solutions is committed to having a Board whose members have the collective skills and diversity of experience to assist with decision making and leading Bravura Solutions for the benefit of shareholders. The Board recognises the advantage of having a mix of relevant industry and international professional expertise that will assist the Board to fulfil its oversight role effectively as well as specialised skills.

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

The skills and experience considered by the Board to be important for its Directors to have collectively are as set out in the Board Skills Matrix. The full Board undertakes an assessment of the Board members' skills and capabilities once a year and uses the results to determine whether additional training is necessary or to determine whether recruitment of Board members with targeted skillsets is required. During the Reporting Period, each Director completed an assessment of their own capabilities based on the 12 categories within the Board Skills Matrix. The responses from the Reporting Period were reviewed by the Chairman and the collated responses were discussed by the full Board. This process helped the Board to reaffirm that there were no material areas that needed to be addressed and the Directors, on an individual and collective basis, have a mix of skills, experience and expertise which is appropriate for Bravura Solutions.



Directors are expected to maintain the knowledge and skills required to discharge their duties and obligations. The Board is provided with papers, presentations and briefings on matters that may affect Bravura Solutions' business or operations, and is briefed on relevant changes in the legislative, regulatory or industry framework.

### 2.7 BOARD ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

Directors have unrestricted access to management. Management is expected to provide regular detailed financial and operational reports in a form and timeframe and of a quality that enables the Board to discharge its duties effectively. Directors may request additional information where necessary to make informed decisions.

The Board Charter sets out the circumstances and procedures pursuant to which a Director may seek independent professional advice at Bravura Solutions' expense. The Board Charter is available at: <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>

### 2.8 CONFLICTS OF INTEREST

Directors are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests. Under the Corporations Act, the Bravura Solutions Constitution and the Board Charter, Directors are required to disclose any conflicts and, unless an exception applies, abstain from participating in any discussions or voting on matters in which they have a material personal interest. A Director who discloses that they may have a conflict must follow the procedures developed by the Board to deal with such circumstances.

### 2.9 COMPANY SECRETARY

The Company Secretary (jointly and severally in the case of joint company secretaries) will be appointed and removed by the Board and be accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board and Board Committees (in compliance with Recommendation 1.4 of the ASX Principles).

# CORPORATE GOVERNANCE STATEMENT (CONTINUED)

## 3 OPERATION OF THE BOARD

(ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 2, 4, 7 AND 8)

### 3.1 BOARD COMMITTEES

The Board has established the Audit and Risk Management Committee and the Remuneration and Nomination Committee as standing Committees. Each standing Committee operates under a charter approved by the Board. These charters set out the authority, membership and responsibilities of the Committees together with any relevant administrative arrangements and any other matters considered appropriate by the Board. The charters were reviewed during the last reporting period and the Board determined that they were appropriate with no changes required.

The role of the Committees is to advise and make recommendations to the Board. The Committees do not have decision making authority except as expressly stated in the relevant charter or as authorised by the Board.

In accordance with the ASX Principles, the Audit and Risk Management Committee is comprised of at least three Non-Executive Directors, all of whom are independent. The composition of each Committee as at the release of this statement is as follows:

Committee	Members	Composition	Key responsibilities
Audit and Risk Management Committee	Alexa Henderson (Chair) Peter Mann Libby Roy	<ul style="list-style-type: none"> <li>- only Non-Executive Directors, who are all independent and all of whom are financially literate</li> <li>- at least three members, with at least one member who has accounting and/or financial management expertise</li> <li>- an independent Chair</li> </ul>	<ul style="list-style-type: none"> <li>- integrity of financial reporting</li> <li>- effectiveness of risk management framework and of systems of financial risk management and internal control</li> <li>- internal and external audit scope and effectiveness</li> <li>- oversight of systems and procedures for compliance with legal regulatory requirements</li> </ul>
Remuneration and Nomination Committee	Peter Mann (Chair) Neil Broekhuizen Alexa Henderson	<ul style="list-style-type: none"> <li>- only Non-Executive Directors, who are all independent</li> <li>- at least three members, with at least one member having expertise in remuneration</li> <li>- an independent Chair</li> </ul>	<ul style="list-style-type: none"> <li>- remuneration of Directors, performance and remuneration of, and incentives for, the CEO and other Executives</li> <li>- remuneration strategies, practices and disclosures generally</li> <li>- size and composition of the Board and new Board appointments</li> <li>- Board, Committee and Director performance</li> <li>- Board and Executive succession planning</li> </ul>

The composition of each Committee complies with Recommendations 2.1(a)(1) – (2) and 8.1(a)(1) – (2) in relation to the Remuneration and Nomination Committee and 4.1(a)(1) – (2) and 7.1(a)(1) – (2) in relation to the Audit and Risk Management Committee. The number of meetings held by each Committee during the Reporting Period and each member's attendance at those meetings are set out in the Directors' Report in Bravura Solutions' Annual Report at page 26.

The Board Charter allows the Board to establish such other committees as may be appropriate.

### 3.2 PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

According to the Board Charter, the performance of the Board, its Committees and individual Directors is reviewed formally on an annual basis comparing their performance with the requirements of the Board Charter, relevant Board Committee Charters and the reasonable expectations of individual Directors.

The Committee Charters themselves require each Committee to perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice. The Committees evaluated their performance during the Reporting Period and concluded that no changes were required as the circumstances during the Reporting Period were substantially the same as the last reporting period.

Performance Assessments, including a comprehensive review of the operations of the Board, have been undertaken by the Chairman with the participation of all Board members during this Reporting Period.

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

### 3.3 PERFORMANCE OF EXECUTIVES

Each Executive has a written service agreement that clearly sets out their role and responsibilities and Bravura Solutions' expectations in terms of their performance (in compliance with Recommendation 1.3 of the ASX Principles).

The CEO and all Executives undergo a formal performance review each year. This review process took place during the Reporting Period. On or around the commencement of each financial year, the Board sets individual key performance indicators ("KPIs") for the CEO and approves individual KPIs for other Executives. At the end of the financial year, the performance of the CEO is reviewed by the Board and the CEO will review the performance of each Executive. The CEO and the Executives will be provided with feedback on their performance.

### 3.4 REMUNERATION OF DIRECTORS AND THE EXECUTIVES

The remuneration of Non-Executive Directors consists entirely of Directors' fees and Committee fees. Non-Executive Directors do not receive any variable remuneration or other performance related incentives. Further details of the remuneration paid to each Non-Executive Director during the Reporting Period are set out in the Remuneration Report at page 46 of Bravura Solutions' Annual Report.

The remuneration of the CEO and the Executives comprised fixed remuneration, short-term incentives (cash bonuses) and long-term incentives (performance rights). Bravura Solutions' remuneration strategy and framework, and the remuneration package and outcomes for the CEO and Executives, are also detailed in the Remuneration Report.

## 4 ETHICAL CONDUCT AND RESPONSIBLE DECISION-MAKING

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 1, 3)

Bravura Solutions promotes ethical and responsible behaviour and is supported by relevant governance policies such as the Code of Conduct, Whistleblowers Policy, Securities Trading and Diversity Policy. The Board aims to lead by example when it comes to acting ethically and responsibly and has placed responsibility on management for creating a culture within Bravura Solutions that promotes ethical and responsible behaviour.

### 4.1 CONDUCT AND ETHICS

Bravura Solutions has a Code of Conduct that clearly states the standards of responsibility and ethical conduct that apply to all Directors, employees, consultants, secondees and contractors of Bravura Solutions. Bravura Solutions expects its employees and, where relevant and to the extent possible, consultants, secondees and contractors, to be familiar with and have a personal commitment to meeting the standards set out in the Code of Conduct. The Code of Conduct encourages employees and, where relevant and to the extent possible, consultants, secondees and contractors, who suspect that fraudulent or unethical behaviour has occurred or have related concerns to contact the Chair of the Audit and Risk Management Committee, the Company Secretary or the auditors of Bravura Solutions or act in accordance with Bravura Solutions' Whistleblowers Policy.

The Code of Conduct is located on the Bravura Solutions website at: <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>.

### 4.2 WHISTLEBLOWER PROTECTION

In line with the Code of Conduct, Bravura Solutions has a Whistleblowers Policy to encourage Directors, employees, contractors and suppliers who have witnessed or know about any misconduct to report it without fear of intimidation, disadvantage or reprisal. The policy sets out how Bravura Solutions will respond to and investigate reports of misconduct and outlines the protection available to those who make a whistleblowing report under the policy.

Bravura Solutions has in place an external independent hotline for employees who feel unable to raise any concerns with a member of Bravura Solutions.

### 4.3 SECURITIES TRADING

In addition to the insider trading provisions of the Corporations Act 2001 (Cth), Bravura Solutions has a Securities Trading Policy that applies to Directors, Executives and certain other employees (including those persons having the authority and responsibility for planning, directing and controlling the activities of Bravura Solutions, whether directly or indirectly).

The Securities Trading Policy explains the types of conduct in dealings and securities that are prohibited under the Corporations Act and establishes procedures in relation to Directors, Executives and employees dealing in securities.

Subject to certain exceptions, including exceptional financial circumstances, the Securities Trading Policy defines certain "prohibited periods" during which trading in securities by Directors, officers, Executives and certain other employees is prohibited.

Outside these periods, Directors, officers, Executives, and certain other employees must receive clearance for any proposed dealing in securities and, in all instances, buying or selling securities is not permitted at any time by any person who possesses price-sensitive information.

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

### 4.4 DIVERSITY

Bravura Solutions' workforce is made up of individuals with diverse skills, values, experiences, backgrounds and attributes including those gained on account of their gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity. Bravura Solutions' Diversity Policy sets out Bravura Solutions' commitment to diversity and inclusiveness in the workplace at all levels. Bravura Solutions is committed to providing and promoting a corporate culture which embraces diversity and inclusiveness and aims to do so via:

- (a) promoting the principles of merit and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements;
- (b) having an overall transparent process for the review and appointment of Executive positions and Board members;
- (c) recruiting from a diverse pool of qualified candidates, where appropriate engaging a professional search/recruitment firm, advertising vacancies widely, making efforts to identify prospective employees who have diversity attributes and ensuring diversity of members on the selection/interview panel when selecting and appointing new employees (including Executives) and new Board members;
- (d) embedding the importance of diversity within Bravura Solutions' culture by encouraging and fostering a commitment to diversity by leaders at all levels whilst recognising that diversity is the responsibility of all employees;
- (e) recognising that employees may have family responsibilities;
- (f) continuing to review and develop policies and procedures to promote diversity and inclusiveness within the organisation, including the adoption of specific key performance indicators for Executives from time to time to measure the achievement of diversity objectives under Bravura Solutions' Diversity Policy; and
- (g) reinforcing with its people that in order to have a properly functioning and diverse workplace, discrimination, harassment, vilification and victimisation will not be tolerated within Bravura Solutions.

#### Key initiatives and programs

Bravura Solutions introduced new initiatives to promote inclusiveness and encourage diversity across all its operating locations. Examples of these initiatives include:

- (a) reviewing our existing talent acquisition practices and implementing changes such as removing gendered descriptions in all Bravura Solutions' job descriptions and recruitment policies to ensure the language used would not deter anyone from applying for roles;
- (b) requiring employees to complete face-to-face unconscious bias training in the UK and APAC (with revised online training now available across all locations);
- (c) Bravura Solutions now being a signatory to the Tech Talent Charter and Women in Finance Charter in the UK (which look to address the gender imbalance in the technology and finance industries with regards to gender representation and career progression);
- (d) establishing the Diversity & Inclusiveness Leadership Team comprising Business Leaders chosen from locations in which Bravura Solutions operates. The leadership team actively drive our ongoing efforts to promote gender diversity, along with three new focus areas - LGBT+, social mobility and neurodiversity;
- (e) implementing the Bravura Career Framework giving greater visibility on career pathways and the skills and experience needed to succeed at each level;
- (f) organising events to celebrate and raise awareness of Pride across Bravura Solutions for the first time, this year. Various initiatives were conducted across regions from an education workshop in APAC focussed on 'Bringing your best self to work' to a global 'Share your Pride' competition that received many entries from employees in each region;
- (g) the continued development of a new Global Flexible Work Framework that aims to support longer-term flexible work practices across all regions; and
- (h) establishing the Bravura Women's Network Forum in EMEA, APAC and India with a global mission to *Empower Women to Fulfil their Potential* through 4 pillars of focus: Wellbeing, Opportunity, Confidence and Education. Each regional forum focusses on local actions surrounding these pillars.

#### Measurable objectives

Bravura Solutions' Diversity Policy includes requirements for the Board (or relevant Committee of the Board) to set measurable objectives for achieving gender diversity and to assess annually both the objectives and Bravura Solutions' progress in achieving them (in compliance with Recommendation 1.5(a) of the ASX Principles). Bravura Solutions has determined that the focus will be on increasing the overall representation of female people managers to 30% by 30 June 2021, and 35% by 30 June 2022. Bravura Solutions' Executives monitor, review and report to the Board (including via the Remuneration and Nomination Committee) on the achievement of this metric as well as progress under Bravura Solutions' Diversity Policy more broadly, including any appropriate benchmarking against other comparable businesses.

Bravura Solutions has worked across all regions during the Reporting Period to increase the level of female participation in technology related roles. Bravura Solutions' gender representation has decreased slightly during the Reporting Period with the proportion of female people managers in Bravura Solutions being 23% as at 30 June 2020. Whilst Bravura Solutions' intention is still towards achieving the female people manager targets set, low staff turnover paired with the effects of Covid-19 on the mobility of employees in local markets, has impacted the organisation's ability to add more female managers through new hires or internal progression. Where the Bravura Solutions employee cohort has also grown through the acquisition of Midwinter and Finocomp in FY20, the female people manager ratios across these entities averaged 12% of all people managers, leading to the ratio of Bravura female people managers being reduced from 25% to 23% at the conclusion of FY20. Despite this, the global implementation of the Career Framework

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

this year, paired with more consistent and regular practices when it comes to performance, talent and succession, will provide Bravura Solutions with the foundations needed to help reach our female people manager targets, albeit over a longer timeframe than has previously been stated.

Our Global Engineering Organisation (GEO) has made notable progress when it comes to increasing the number of females through new hires and promotions. In FY20, 30% of total new hires and promotions in GEO were female with four out of five regions achieving the minimum 25% target, whilst two of these regions achieved the 50% target. GEO's management team continue to review this data on a quarterly basis to track their progress against the targets. This is particularly impactful given efforts undertaken to increase female participation in coding related roles.

Across all Bravura Solutions locations, the current gender split is as follows (Bravura Solutions had 1,442 employees as at 30 June 2020):

	Female	male
All employees	30%	70%
Executives	0%	100%
People Managers	23%	77%

As a "relevant employer" under the Workplace Gender and Equality Act, Bravura Solutions publishes "Gender Equality Indicators", which can be found at <https://www.wgea.gov.au/report/public-reports>

### 4.5 ENVIRONMENTAL AND SOCIAL SUSTAINABILITY RISKS (ESG)

Bravura Solutions continues to maintain and develop its Environmental, Social and Governance (ESG) policies. Bravura Solutions is committed to taking a sustainable approach (where it can) to its operations, projects and business practices to create the best long-term outcomes for its customer, investors, communities and customers. This is evidenced through the integrated manner in which ESG risks are monitored and mitigated across the operations and territories in which it conducts business. The Board and management have oversight and take an active role in assessing and managing environment-related (including climate) risks and opportunities whilst attempting to identify potential impacts to its strategic and financial planning.

The core business activities of Bravura Solutions produce a relatively low environmental impact other than through travel, energy and consumables. Notwithstanding this, Bravura Solutions seeks to improve its environmental impact through office-based initiatives. These include:

- actively recycling and managing waste from offices, including seeking unique avenues for difficult to recycle elements (such as printer cartridges and chip packets). The goal is for only food waste to go to landfills in those locations that cannot recycle;
- promoting sustainable office practices, including the introduction of office lights turning off automatically, printers' default settings being double sided to reduce paper waste and black and white printing to save colour toners. All newly installed dish washers and fridges are rated by their respective manufacturers as being energy efficient;
- providing dining areas with glasses, crockery and cutlery to encourage reuse and to reduce single use plastic waste;
- the London, Edinburgh, Manchester, Sydney and Gurgaon offices gifting every staff member with reusable coffee cups and/or water bottles;
- utilising video and teleconferencing technology as the preference for meetings;
- only travelling when necessary and encouraging trains over planes where possible; and
- developing a flexible remote working policy and encouraging individuals where possible to reduce transport-related carbon usage.

Given the significant COVID-19 impact on both the availability and safety of international travel for Bravura Solutions employees through the second half of FY20, we have seen significant uptake in collaborative working facilitated by online working and communications platforms. While this uptake was driven by various periods of locally enforced lockdowns on many of our office locations, Bravura Solutions' ability to utilise available collaborative technology resources is expected to substantially reduce our travel profile for many years to come.

In the event that any unforeseen event impacts the day to day operations of Bravura Solutions, there are business continuity plans in place. These plans exist to provide a framework for Bravura Solutions to mitigate any potential procedural or business disruptions in the case of disaster or unforeseen occurrences across all Bravura Solutions locations. These business continuity plans are underpinned by Bravura Solutions' (including Midwinter and Finocomp) global Business Continuity Management System (BCMS), which is certified to ISO22301. It has been established to not only ensure that Bravura Solutions can continue to deliver critical customer services in the event of disruption, but also to protect the wellbeing and safety of our staff.

Throughout the later part of FY20 as community infection rates of COVID-19 were causing travel and customer schedules to be impacted, several business continuity plans under the BCMS were implemented. These plans have proven to be robust from the perspective of both ongoing infrastructure and the health and wellbeing of our employees during the Covid-19 induced remote working periods. Despite the speed with which many of our business continuity plans were required to be implemented, employee responses to regular internal surveys through the latter half of FY20 indicated over 91% of employees agreed or strongly agreed that Bravura Solutions was adequately prepared to move to remote working.

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

In respect of social sustainability risks, Bravura Solutions believes the most significant risks to its business are those impacting the ongoing operations of customers and the health and welfare of its employees. Bravura Solutions believes the security of data is a key consideration for its customers and its business and it aims to mitigate any potential impacts through appropriate governance actions. Given the ever-present potential for information security exposures, Bravura Solutions has implemented the ISO27001 standard across its business, including across all business locations, functions, products and services. Bravura Solutions aims to assure its stakeholders, auditors, and industry regulators that the organisation is actively monitoring and mitigating information security risks. Bravura Solutions has a global Information Security Management System which is aligned with, and certified to, ISO27001. This framework not only protects the data of customers, but also Bravura Solutions' global operations, and is frequently audited both by customers and their external auditors. In addition to this, Bravura Solutions has also adopted, and worked with customers to promote compliance with, other information security and data protection standards, such as GDPR, Information Security Registered Assessors Program, and the Digital Service Provider.

Within Bravura Solutions, the concept of social sustainability also encompasses the overall engagement, health and wellbeing of the workforce. The Board and Executives continue to prioritise the health, safety and ongoing wellbeing of Bravura Solutions' workforce throughout the COVID-19 pandemic. To help inform any type of return to office, all employees were invited to participate in an internal global Covid-19 survey, attracting 1,205 responses. Bravura Solutions was pleased to see that over 88% of respondents believed they had the tools and technology they needed to perform their job effectively while working remotely, a testament to the infrastructure our IT and facilities teams have put in place. Furthermore, the introduction of Microsoft Teams to the business has given employees the tools to collaborate efficiently and effectively whilst working remotely. 82% of responding employees felt they were connected or very connected to Bravura Solutions during lockdown. Since Covid-19, Bravura Solutions has made a conscious effort to keep employees informed through regular communication through the circulation of two regular company-wide newsletters. The monthly Business Update newsletter has kept employees informed about the different initiatives and projects are being implemented across business units globally. In addition, the fortnightly bConnected newsletter has focused on sharing useful articles, tips, videos and employee stories covering topics from wellness and managing change, to lessons from lockdown. Recognising that employees may want more opportunities to support other communities in need during the pandemic, Bravura Solutions has also doubled their volunteering days for all employees for the remainder of 2020.

The internal global Covid-19 survey also highlighted that many employees prefer, and feel more productive while, working from home, and many employees expressed anxiety about returning to the workplace due to Covid-19. In considering this feedback and the wellbeing of its employees, whilst appreciating that flexible work schedules support a more inclusive and engaged workforce, Bravura Solutions has started to develop a new Global Flexible Work Framework. The framework is being piloted in New Zealand with the aim of being rolled out globally.

## 5 INTEGRITY IN FINANCIAL REPORTING

(ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 4)

### 5.1 ROLE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee has been established by the Board to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to Bravura Solutions' financial reports and financial reporting process and internal control structure, risk management systems (financial and non-financial) and the external audit process.

The Audit and Risk Management Committee may invite the CEO, CFO and external auditors to its meetings along with other members of management and advisers. The Audit and Risk Management Committee is authorised to seek any information it requires from an employee or external parties and can obtain outside accounting, legal, insurance, compliance, risk management and other professional advice as it determines necessary to carry out its duties.

The number of Audit and Risk Management Committee meetings held during the Reporting Period and the attendance by each Audit and Risk Management Committee member is set out in the Directors' Report at page 26.

### 5.2 INDEPENDENCE/REMUNERATION OF THE EXTERNAL AUDITOR

Ernst & Young is the external auditor of Bravura Solutions. The Audit and Risk Management Committee reviews and assesses the independence and performance of the external auditor. The Audit and Risk Management Committee makes recommendations to the Board on the appointment, reappointment or replacement, remuneration, monitoring of the effectiveness and independence of the external auditors.

The Corporations Act requires the external auditor to make an annual independence declaration, addressed to the Board, declaring that the auditor has maintained its independence in accordance with the Corporations Act and the rules of professional accounting bodies. Ernst & Young has provided an independence declaration to the Board for the Reporting Period. The declaration forms part of the Directors' Report in Bravura Solutions' Annual Report.

Details of the fees paid to Ernst & Young during the Reporting Period, including a breakdown of fees paid for non-audit services, are set out in Ernst & Young's financial notes in the Annual Report at page 97. The Board has considered the nature of the non-audit services provided by Ernst & Young during the Reporting Period and has determined that the services provided, and the amount paid for those services, are compatible with the general standard of independence for auditors imposed by the Corporations Act and the auditor's independence has not been compromised.

### 5.3 ATTENDANCE OF THE EXTERNAL AUDITOR AT AGM

Bravura Solutions' external auditor, Ernst & Young, will attend the AGM and will be available to answer shareholder questions relevant to the audit and the preparation and content of the auditor's report as required by the Corporations Act and consistent with Recommendation 4.3 of the ASX Principles.

## CORPORATE GOVERNANCE STATEMENT (CONTINUED)

### 5.4 FINANCIAL REPORTING – CEO AND CFO CERTIFICATIONS

The Board has received certifications from the CEO and the CFO prior to approving the financial statements for Bravura Solutions for the 2020 financial year in accordance with section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles. In these certifications, the CEO and CFO state that, in their opinion, the financial records of the entity have been properly maintained, that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity. The CEO and CFO have also declared that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively (as per Recommendation 4.2 of the ASX Principles).

## 6 CONTINUOUS DISCLOSURE

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 5)

Bravura Solutions' Continuous Disclosure Policy seeks to ensure compliance with continuous disclosure obligations by setting out related legal requirements and best practice guidelines, providing guidance on the identification of material information and requiring the reporting of such information to the Company Secretary or other key personnel for review.

The Continuous Disclosure Policy sets out the procedures that apply to external announcements to provide shareholders and the market with timely, balanced, direct and equal access to information issued by Bravura Solutions and promote investor confidence in the integrity of Bravura Solutions and its securities through external announcements that are factual, complete, relevant, balanced and expressed in an objective and clear manner.

The Company Secretary is responsible for the overall administration of the Continuous Disclosure Policy, including communications with the ASX in relation to continuous disclosure issues.

Certain information disclosed to the ASX, such as presentations to investors and analysts and the Company's results released to the ASX immediately prior to the making of those presentations, is promptly posted on Bravura Solutions' website.

## 7 COMMUNICATIONS WITH STAKEHOLDERS (INCLUDING SHAREHOLDERS)

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 6)

Bravura Solutions is committed to effective communication with its customers, shareholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community. Bravura Solutions will ensure that all stakeholders, market participants and the wider community are informed of its activities and performance.

### 7.1 WEBSITE

Bravura Solutions' website is an important communication tool for Bravura Solutions' employees and external stakeholders, such as customers, suppliers and investors.

Bravura Solutions' website contains a range of information of relevance to stakeholders including relevant corporate governance policies, media and market announcements and presentations to shareholders and institutional investors. Stakeholders are encouraged to view the website on a regular basis so that they can keep up to date with information concerning Bravura Solutions.

### 7.2 INVESTOR ENGAGEMENT

In compliance with Recommendation 6.2 of the ASX Principles, Bravura Solutions has a comprehensive investor engagement program which includes briefings, presentations and events.

### 7.3 MEETINGS OF SHAREHOLDERS

The meetings of shareholders of Bravura Solutions represent an excellent opportunity for Bravura Solutions to provide information to its shareholders. Bravura Solutions encourages attendance at, and participation in, general meetings.

A notice of a meeting will be sent to shareholders prior to the meeting, including details of the time and place of the meeting, the resolutions to be considered and proxy voting procedures. The notice of meeting and explanatory material will also be published on Bravura Solutions' website.

Bravura Solutions recognises that some shareholders will not be able to attend its meetings of shareholders. To allow for the participation of any such shareholders, Bravura Solutions encourages shareholders to forward their questions to the Company Secretary prior to the meeting. Where appropriate, these questions will be read out and answered at the meeting, or, if this is not practicable, the question and answer will be recorded in the transcript of the meeting.

# CORPORATE GOVERNANCE STATEMENT (CONTINUED)

## 8 RISK MANAGEMENT

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 7)

Bravura Solutions views risk recognition and management as essential to its objectives of creating and maintaining shareholder value and to the successful execution of Bravura Solutions' strategies. The Board has established the Audit and Risk Management Committee to assist the Board in overseeing the implementation of an effective system of risk management for which the Board is ultimately responsible. The Board also requires management to be involved in the design, implementation and maintenance of a sound system of risk management.

Further details of the roles and responsibilities of the Board, the Audit and Risk Management Committee and management can be found in the Audit and Risk Management Committee Charter and Risk Management Policy available at: <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>

### 8.1 RISK MANAGEMENT FRAMEWORK

In order to properly identify and develop strategies and actions to manage business risks, Bravura Solutions has put in place a business risk management framework to identify and assess specific risks. Once a business risk is identified, the risk management processes and systems implemented by Bravura Solutions are aimed at providing the necessary framework to enable the business risk to be managed.

The Audit and Risk Management Committee oversees the risk management framework which will be reviewed at least annually as per Recommendation 7.2(a) of the ASX Principles. The risk management framework is also actively managed by Executives.

### 8.2 INTERNAL AUDIT FUNCTION

The Audit and Risk Management Committee has identified and implemented processes to evaluate and continually improve the effectiveness of its risk management and internal control processes despite not having an internal audit function (in compliance with Recommendation 7.3(b) of the ASX Principles). The Audit and Risk Management Committee has charged Executives to identify, assess and address risks related to finance, operations and corporate governance. The Audit and Risk Management Committee requires its Executives to prepare, monitor and maintain a risk register of those risks identified and how those risks will be addressed. Bravura Solutions also engages third party specialists to perform internal audit activities as required.

### 8.3 MATERIAL RISK DISCLOSURE

There are a number of risks which are inherent to the business activities which Bravura Solutions undertakes.

Bravura Solutions' core risks and the ways in which these are managed are set out at page 20 of Bravura Solutions' Annual Report.

Bravura Solutions does not believe that it has a material exposure to the risks identified in Recommendation 7.4 of the ASX Principles.

## 9 REMUNERATION

### (ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS: 8)

Bravura Solutions is committed to attracting and retaining the best people to work in the organisation, including Directors and management. A key element in achieving that objective is to ensure that Bravura Solutions is able to appropriately remunerate its key people.

### 9.1 REMUNERATION AND NOMINATION COMMITTEE

The Board has established a Remuneration and Nomination Committee to review and make recommendations to the Board in relation to Bravura Solutions' Remuneration Policy including as it applies to Directors and the process by which any pool of Directors' fees approved by shareholders is allocated to Directors along with remuneration packages of Executives.

### 9.2 REMUNERATION POLICY

Bravura Solutions' Remuneration Policy establishes a framework for remuneration that is designed to fairly and responsibly reward Directors and Executives having regard to Bravura Solutions' performance, the performance of Executives and the general pay environment subject to legal and regulatory requirements. A copy of Bravura Solutions' Remuneration Policy is available at: <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>

### 9.3 EQUITY-BASED REMUNERATION SCHEME

During the Reporting Period, Bravura Solutions continued with the Executive Long-Term Incentive Program following initial shareholder approval at the November 2017 Annual General Meeting. The purpose, terms and conditions of the granting of performance rights for key Executives is in line with that outlined in the Notice of 2017 Annual General Meeting of Shareholders and approved at subsequent Annual General Meetings.