

BRAVURA SOLUTIONS **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

2022

BRAVURA SOLUTIONS LIMITED
ABN 54 164 391 128

Shareholders who have elected not to receive a printed copy of the Company's 2022 Annual Report may obtain a copy from the Company's website www.bravurasolutions.com under the Investors section.

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BRAVURA SOLUTIONS NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022

BRAVURA SOLUTIONS LIMITED
ABN 54 164 391 128

The information contained in this document should be read in conjunction with Bravura Solutions Limited Directors' Report and Financial Report for the year ended 30 June 2022 and any public announcements made by Bravura Solutions Limited and its controlled entities during the year in accordance with the continuous disclosure obligations arising under the *Corporations Act 2001* and the *ASX Listing Rules*.

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NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the Annual General Meeting of Bravura Solutions Limited ABN 54 164 391 128 (the Company) will be held at the Flex by ISPT at Level 2, 345 George St, Sydney NSW 2000 on Tuesday, 22 November 2022 at 10:00 am.

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 2022.

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 2022 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 - RE-ELECTION OF PETER MANN AS A DIRECTOR

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

"That Peter Mann, being a Director of the Company, who will retire by rotation 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 Peter Mann's background and experience is set out in the explanatory statement to Resolution 2.

RESOLUTION 3 - RATIFICATION OF APPOINTMENT OF BRENT HENLEY AS A DIRECTOR

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

"That Brent Henley, who having been appointed on 25 February 2022, 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 Brent Henley's background and experience is set out in the explanatory statement to Resolution 3.

EMPLOYEE INCENTIVES

RESOLUTION 4 - APPROVAL FOR THE GRANTING OF PERFORMANCE RIGHTS TO A DIRECTOR – MS LIBBY ROY (CEO)

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

"That approval is given for the issue of 563,082 Performance Rights to the CEO, Libby Roy, 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."

RESOLUTION 5 - APPROVAL FOR THE GRANTING OF PERFORMANCE RIGHTS TO A DIRECTOR – MR BRENT HENLEY (CFO)

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

"That approval is given for the issue of 210,493 Performance Rights to the CFO, Brent Henley, 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."

RESOLUTION 6 - APPROVAL FOR THE GRANTING OF OPTIONS TO A DIRECTOR – MS LIBBY ROY (CEO)

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

"That approval is given for the issue of 395,882 Options to the CEO, Libby Roy, 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."

NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS (CONTINUED)

SPECIAL BUSINESS

CONSTITUTION

RESOLUTION 7 - APPROVAL OF AMENDMENTS TO THE CONSTITUTION

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

"That the amendments to the Company's Constitution as described in the explanatory statement to Resolution 7 in the Notice of Meeting be approved with effect from the end of the meeting."

A marked up version of the amended Constitution is available for review by Shareholders on the Company's website at <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance>.

VOTING EXCLUSIONS

RESOLUTION 1

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:
 - 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 Resolution 1 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.

NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS (CONTINUED)

RESOLUTION 4, RESOLUTION 5 AND RESOLUTION 6

Resolutions 4, 5 and 6 are resolutions connected directly with the remuneration of members of the key management personnel (KMP) of the Company (including directors who are employees of the Company and eligible to participate in the Bravura Solutions Limited Employee Incentive Plan (BSLEIP)).

For the purpose of ASX Listing Rules 10.15.4 and 14.11, the Company will disregard any votes cast in favour of Resolutions 4, 5 and 6 by:

- (a) 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 Libby Roy and Brent Henley); and
- (b) an associate of that person or those persons.

However, this does not apply to votes cast in favour of Resolutions 4, 5 and 6 by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolutions in that way; or
- (d) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the Chairman to vote on the resolutions as the Chairman decides; or
- (e) 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 resolutions; and
 - the holder votes on the resolutions 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 Resolutions 4, 5 or 6 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.

By Order of the Board



BRENT HENLEY
COMPANY SECRETARY
20 OCTOBER 2022



NIGEL LIDDELL
COMPANY SECRETARY
20 OCTOBER 2022

EXPLANATORY STATEMENT

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 10:00 am (Sydney time) on Sunday, 20 November 2022 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 10:00 am on Sunday, 20 November 2022, and in any case 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 the proposed resolutions set out in the Notice of Meeting.

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

If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman on how to vote on a proposed Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman intends to vote in favour of that proposed Resolution.

POLL

On a poll each Shareholder present in person or by proxy, attorney or representative has one vote for each share held. A proxy may demand or join in demanding a poll. All resolutions will be decided on a poll rather than by a show of hands.

EXPLANATORY STATEMENT (CONTINUED)

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 Tuesday, 22 November 2022. 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.

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 Sunday, 20 November 2022. 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 2022. 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 28 to 46. 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.

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.

EXPLANATORY STATEMENT (CONTINUED)

RESOLUTION 2 – RE-ELECTION OF MR PETER MANN AS A DIRECTOR

ASX Listing Rule 14.5 requires that an election of Directors must occur at every Annual General Meeting and Article 47 of the Constitution requires a Director to retire by the third annual general meeting of the Company following their last election. In accordance with this, Peter Mann will retire by rotation and seeks re-election at the meeting. Peter Mann was appointed Independent Non-executive Director on 22 December 2015 and was last re-elected at the Company's 2019 annual general meeting. He also took on the role of Interim CEO for a brief period in 2022. Based in the UK, Peter has over 30 years of experience in the financial services industry.

Peter Mann was previously Vice Chairman at Old Mutual Group. Peter was integral to the delivery of that organisation's growth strategy. Prior to that, he held a number of senior roles including CEO of Skandia, one of the United Kingdom's largest retail platforms, which was acquired by Old Mutual in 2006, and also CEO of Bankhall, an independent financial adviser network. In his role at Skandia, Peter laid the foundations for expanding the retail platform into the leader it is today. At Bankhall, Peter supported significant revenue growth and steered the company to profit, implementing several new services for existing members across various business lines.

In addition to being an Independent Non-Executive Director at the Company, Peter is currently Chairman of Gryphon Group Holdings Limited. Peter is currently Chairman and Non-executive Director at Radiant Financial Group and Spring Financial Group Limited (trading as M:Qube). He is also a Non-executive Director of MMI Holdings UK Limited.

Peter is the Regional Non-executive Chair of Bravura EMEA, Chair of the Remuneration and Nomination Committee and a member of the Audit and Risk Management Committee.

The Board considers Peter to be independent.

RECOMMENDATION

The directors (other than Peter Mann) recommend that Shareholders vote in favour of Resolution 2 as the Board considers that Peter's extensive commercial, management and director experience as detailed above greatly enhances the Board's commercial and governance abilities, making him a valuable contributor to the Board.

RESOLUTION 3 – RATIFICATION OF APPOINTMENT OF MR BRENT HENLEY AS A DIRECTOR

Brent Henley, an executive director of the Company, was appointed as a director of the Company in February 2022. In accordance with the Company's Constitution, Brent retires at the 2022 AGM and, being eligible, offers himself for election by Shareholders at the meeting.

The Board has conducted appropriate checks into Brent's background and experience, and considers that Brent's skills and experience will enhance the skills and experience represented on the Board, including in the areas of operational and financial experience.

As Brent is an executive director who also performs the roles of CFO and joint company secretary for the Company, he is not considered an independent director.

Based in Sydney, Brent has over 25 years of experience in senior finance, commercial and operational roles, predominantly within the IT sector.

Throughout his career, Brent has added significant value to the companies he has worked for across Australia, Asia Pacific and globally, improving business profitability. He has extensive experience in C-level financial, commercial and operational management.

Prior to joining Bravura Solutions, Brent was the Group Executive and Chief Commercial Officer at ASX-listed Macquarie Telecom Group. Prior to that he was the Chief Financial Officer for Macquarie Telecom. He has also held senior finance and operations roles at NetApp, Fuji Xerox and Lenovo.

Brent is a CPA, holds an MBA in International Business from the University of Technology Sydney and a Bachelor of Business in Accounting/Marketing from Southern Cross University.

RECOMMENDATION

The directors (other than Brent Henley) recommend that Shareholders vote in favour of Resolution 3 as the Board considers that Brent's skills and experience will enhance the skills and experience represented on the Board, including in the areas of operational and financial experience, and make him a valuable contributor to the Board.

RESOLUTIONS 4, 5 & 6 – APPROVAL FOR THE GRANTING OF SECURITIES TO A DIRECTOR – MS LIBBY ROY, CEO AND MR BRENT HENLEY, CFO.

INFORMATION FOR RESOLUTIONS 4 & 5 – APPROVAL FOR THE GRANTING OF PERFORMANCE RIGHTS TO A DIRECTOR – MS LIBBY ROY, CEO AND MR BRENT HENLEY, CFO

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 Performance Rights to Libby Roy (CEO) and Brent Henley (CFO), as set out below.

The BSLEIP has been designed to facilitate the Company moving towards best practice remuneration structures for executives. A key component of effective remuneration for executives is a long term incentive to drive shared performance objectives and link remuneration to company performance.

EXPLANATORY STATEMENT (CONTINUED)

The features of the proposed 2023 financial year offer of Performance Rights and Options to the CEO and CFO (together, the Participants) are summarised below:

Aspect	Details
Incentive type	The Company is seeking Shareholder approval for a grant of Performance Rights to Libby Roy (CEO) and Brent Henley (CFO). Performance Rights 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 Performance Rights 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 Performance Rights the Vesting Conditions are intended to be challenging and linked to growth in shareholder value.
Number of Performance Rights	<p>Ms Libby Roy (CEO)</p> <p>A total of 563,082 Performance Rights will be offered to the CEO in the 2023 financial year. The number of Performance Rights when added to the other remuneration elements will produce a total remuneration package that is market competitive and reasonable given the Company's circumstances.</p> <p>The number of Performance Rights was calculated by applying the following formula:</p> $\text{Number of} = \text{Stretch LTI Value} \div \text{Share Price Performance Rights}$ <p>Where</p> $\begin{aligned} \text{Stretch LTI Value} &= \text{Fixed Remuneration} \times \text{Target LTI \%} \div \text{Target Vesting\%} \\ &= \$850,254 \times 50\% \div 50\% \\ &= \$850,254 \end{aligned}$ <p>Share Price</p> <p>Is the volume weighted average share price over the 10 trading days following the announcement of FY22 results for BVS (\$1.51).</p> <p>As 100% of Performance Rights to be granted will only vest when stretch performance goals are achieved it is expected that a lesser percentage will actually vest unless exceptional performance is achieved.</p> <p>Mr Brent Henley (CFO)</p> <p>A total of 210,493 Performance Rights will be offered to the CFO in the 2023 financial year. The total number of Performance Rights to be offered to the CFO includes: (a) 35,361 offered to him upon the commencement of his employment with the Company; and (b) 175,132 offered as part of his FY23 BSLEIP cycle. The number of Performance Rights when added to the other remuneration elements will produce a total remuneration package that is market competitive and reasonable given the Company's circumstances.</p> <p>The number of Performance Rights was calculated by applying the following formula for (a):</p> $\text{Number of} = \text{Stretch LTI Value} \div \text{Share Price}$ <p>Where</p> $\begin{aligned} \text{Stretch LTI Value} &= \text{Fixed Remuneration} \times \text{Target LTI \%} \div \text{Target Vesting\%} \\ &= \$430,000 \times 30\% \div 50\% \times 42\% \text{ (representing 5 of 12 months worked)} \\ &= \$107,500 \end{aligned}$ <p>Share Price</p> <p>Is the volume weighted average share price over the 10 trading days following the announcement of FY21 results for BVS (\$3.04).</p> <p>The number of Performance Rights offered as part of FY22 LTIP will be 35,361.</p>

EXPLANATORY STATEMENT (CONTINUED)

Aspect	Details																					
	<p>As 100% of Performance Rights to be granted will only vest when stretch performance goals are achieved it is expected that a lesser percentage will actually vest unless exceptional performance is achieved.</p> <p>The number of Performance Rights was calculated by applying the following formula for (b):</p> <p>Number of = Stretch LTI Value ÷ Share Price</p> <p>Where</p> <p>Stretch LTI Value = Fixed Remuneration x Target LTI % ÷ Target Vesting%</p> <p> = \$440,750 × 30% ÷ 50%</p> <p> = \$264,450</p> <p>Share Price Is the volume weighted average share price over the 10 trading days following the announcement of FY22 results for BVS (\$1.51).</p> <p>The number of Performance Rights offered as part of FY23 LTIP will be 175,132.</p>																					
Amount payable for Performance Rights	No amount will be payable by a Participant for the Performance Rights as they are part of the intended total remuneration package for the 2023 financial year.																					
Vesting of Performance Rights	Upon the satisfaction of the Vesting Conditions, the value of Performance Rights that vest will be evaluated and will be paid in Shares, cash or a combination of cash and Shares based on the then Share price, at the Board's discretion.																					
Measurement Period	The Measurement Period will be the three financial years from 1 July 2022 to 30 June 2025.																					
Vesting Conditions	<p>In order for Performance Rights to vest, the performance conditions (Vesting Conditions) must be satisfied.</p> <p>The proposed grant will be divided into two tranches being:</p> <ul style="list-style-type: none">▪ Tranche 1 (50% of the Performance Rights) which will be subject to an indexed total shareholder return (ITSR) vesting condition, and▪ Tranche 2 (50% of the Performance Rights) which will be subject to an Earnings Per Share Growth (EPSG) vesting condition.																					
	<p>The vesting of Tranche 1 iTSR Performance Rights will be determined by comparing the Company's Total Shareholder Return (TSR) over the Measurement Period with the movement in the ASX200 Total Return Index over the Measurement Period.</p> <p>If the Company's TSR is negative then nil vesting will apply to this Tranche.</p> <p>Otherwise the following vesting scale will be applied, subject to an overriding discretion held by the Board:</p> <table><tr><th>Performance level</th><th>COMPANY'S TSR COMPARED TO THE ASX200 TOTAL RETURN INDEX</th><th>VESTING % OF TRANCHE</th></tr><tr><td>Stretch</td><td>≥100% of Index Plus 10% CAGR</td><td>100%</td></tr><tr><td>Between Target & Stretch</td><td>>100% Plus 5% CAGR & < 100% of Index Plus 10% CAGR</td><td>Pro-rata</td></tr><tr><td>Target</td><td>100% of Index Plus 5% CAGR</td><td>50%</td></tr><tr><td>Between Threshold & Target</td><td>>100% of Index & <100% of Index Plus 5% CAGR</td><td>Pro-rata</td></tr><tr><td>Threshold</td><td>100% of Index</td><td>25%</td></tr><tr><td>Below Threshold</td><td><100% of Index</td><td>0%</td></tr></table>	Performance level	COMPANY'S TSR COMPARED TO THE ASX200 TOTAL RETURN INDEX	VESTING % OF TRANCHE	Stretch	≥100% of Index Plus 10% CAGR	100%	Between Target & Stretch	>100% Plus 5% CAGR & < 100% of Index Plus 10% CAGR	Pro-rata	Target	100% of Index Plus 5% CAGR	50%	Between Threshold & Target	>100% of Index & <100% of Index Plus 5% CAGR	Pro-rata	Threshold	100% of Index	25%	Below Threshold	<100% of Index	0%
Performance level	COMPANY'S TSR COMPARED TO THE ASX200 TOTAL RETURN INDEX	VESTING % OF TRANCHE																				
Stretch	≥100% of Index Plus 10% CAGR	100%																				
Between Target & Stretch	>100% Plus 5% CAGR & < 100% of Index Plus 10% CAGR	Pro-rata																				
Target	100% of Index Plus 5% CAGR	50%																				
Between Threshold & Target	>100% of Index & <100% of Index Plus 5% CAGR	Pro-rata																				
Threshold	100% of Index	25%																				
Below Threshold	<100% of Index	0%																				

TSR is the sum of share price appreciation and dividends (assumed to be reinvested in shares) during the Measurement Period expressed as a growth percentage.

EXPLANATORY STATEMENT (CONTINUED)

The vesting of Tranche 2 EPSG Performance Rights will be determined by reference to the following scale:

Aspect	Details		
	Performance level	TOTAL GROWTH OVER 3 YEARS	VESTING
	Stretch	≥52%	100%
	Between Target & Stretch	>33% & <52%	>50% & <100%
	Target	33%	50%
	Between Threshold & Target	>22% & <33%	>25% & < 50%
	Threshold	22%	25%
	Below Threshold	<22%	0%
	<p>Earnings Per Share (EPS) will be as per the Company's statutory accounts. EPSG will be calculated as the growth required to increase the EPS of the Company from the result in the financial year prior to the beginning of the Measurement Period to the EPS achieved in the final year of the Measurement Period.</p> <p>The Board retains the discretion to modify vesting in the case that the circumstances that prevailed over the Measurement Period materially differed from those expected at the time the vesting scale was determined, which is intended to be used when the application of the vesting scale would lead to an outcome that may be viewed as inappropriate.</p>		
Retesting	Retesting will not apply to either Tranche 1 iTSR Performance Rights or Tranche 2 EPSG Performance Rights.		
Exercise Price	No amount will be payable by a Participant to exercise a Performance Right that has vested.		
Disposal Restrictions	<p>Performance Rights</p> <p>Performance Rights 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).</p> <p>Shares – Default Disposal Restrictions</p> <p>All Shares acquired by Participants on exercise of vested Performance Rights, 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:</p> <ul style="list-style-type: none"> (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). <p>Release of Disposal Restriction</p> <p>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.</p>		
Cessation of Employment	<p>Pursuant to Rule 15, the Board has determined that unvested Performance Rights 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> <ul style="list-style-type: none"> (a) If the circumstances of the cessation of employment is classified as a Bad Leaver as defined below then all unvested Performance Rights 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 Performance Rights 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 Measurement Period unless otherwise determined by the Board. The portion retained will be determined by the length of service through the performance measurement period for each grant. <p>In relation to the Invitation, Bad Leaver means when the cessation of employment is due to dismissal for gross misconduct 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.</p> <p>If at the time of vesting subsequent to cessation of employment of a Participant the share price is lower than at the date of cessation of employment the value of the Performance Rights that vest will be paid in cash only, not Shares.</p>		

EXPLANATORY STATEMENT (CONTINUED)

Aspect	Details
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 Performance Rights 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 particular Tranche will cease to apply and:</p> <p>(a) unvested Performance Rights 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 Performance Rights will vest in accordance with the application of the following formula (noting that negative results will be taken to be nil):</p> $\text{Number of Performance Rights to Vest} = \frac{\text{Unvested Performance Rights} \times (\text{Share Price immediately prior to calculation of entitlement to the Return of Capital} - \text{Share Price at Measurement Period commencement})}{\text{Share Price at Measurement Period commencement}}$ <p>Any unvested Performance Rights that do not vest in relation to (b) will lapse.</p>
Voting and Dividends: Performance Rights	Performance Rights do not carry voting or dividend entitlements. Shares issued when Performance Rights vest carry all entitlements of Shares, including voting and dividend entitlements.
Lapse and Forfeiture of Performance Rights	Performance Rights will lapse if the prescribed Vesting Conditions are not satisfied within the prescribed Measurement 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 Performance Rights 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 Performance Rights 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 unvested Performance Rights 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 Performance Rights 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 Performance Rights, 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 Performance Rights by participants in the BSLEIP.

INFORMATION FOR RESOLUTION 6 – APPROVAL FOR THE GRANTING OF OPTIONS TO A DIRECTOR – MS LIBBY ROY, 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 Options to Libby Roy (CEO) to satisfy the remainder of her CEO sign on equity benefit.

On 29 August 2022, Ms Roy was issued 197,941 Options (being \$333,333.33 at \$1.68 per Option) under the BSLEIP as Tranche 1 of the CEO sign on equity benefit referred to in the ASX announcement dated 23 June 2022. Under ASX Listing Rule 10.16, shareholder approval is not required where the CEO acquires options under an employee incentive scheme where the securities to be acquired on the exercise of the options are required to be purchased on-market. Those are the terms of Tranche 1 of the CEO sign on equity benefit.

In addition to the 197,941 Options issued under Tranche 1, the CEO will be, subject to Shareholder approval, entitled to receive 395,882 further Options (being \$666,666.66 at \$1.68 per Option) to satisfy the remainder of her CEO sign on equity benefit.

EXPLANATORY STATEMENT (CONTINUED)

The BSLEIP has been designed to facilitate the Company moving towards best practice remuneration structures for executives. The Company determined it appropriate to offer the incoming CEO an equity sign on benefit as part of her remuneration package in light of relevant market practices and the circumstances of the Company. The Company determined to structure the CEO sign on equity benefit as an offer of Options so that they could be subject to vesting conditions relating to the CEO's continued employment with the Company, as described below.

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

Aspect	Details
Incentive type	The Company is seeking Shareholder approval for a grant of Options to Libby Roy (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 Options and modification of the terms and conditions as appropriate to ensuring the plan operates as intended.
Number of Options	The number of Options offered to the CEO is 395,882, of which 197,941 Options represent Tranche 2 of the CEO sign on equity benefit and 197,941 Options represent Tranche 3 of that benefit.
Amount payable for Options	No amount will be payable by the CEO for the Options as they are part of the CEO sign on equity benefit.
Vesting of Options	Upon the satisfaction of the Vesting Conditions, the Options will vest and be capable of exercise. If the Options are exercised, they will be satisfied by issuing new Shares. Each Option entitles the holder to one Share.
Measurement Period	The Tranche 2 Options have a vesting date of 22 August 2023 and the Tranche 3 Options have a vesting date of 22 August 2024 (representing the first and second anniversaries of the CEO's commencement as CEO).
Vesting Conditions	In order for Options to vest, the vesting conditions (Vesting Conditions) must be satisfied. The Vesting Condition is the CEO remaining subject to continued employment with the Company until the vesting date for those Options.
Exercise Price	No amount will be payable by the CEO to exercise an Option that has vested.
Expiry Date	The last day to exercise the Options is 22 August 2025.
Value of Options	<p>The value the Company has attributed to the Options is \$601,542.70.</p> <p>Tranche 2: \$1.548 per Option x 197,941 = \$306,412.67</p> <p>Tranche 3: \$1.491 per Option x 197,941 = \$295,130.03</p> <p>This valuation was conducted by Orient Capital and was determined using the Binomial methodology. The following assumptions were used for the valuations of the Options.</p>

Tranche	Tranche 2	Tranche 3
Grant Date	29 August 2022	29 August 2022
Valuation Date	29 August 2022	29 August 2022
Vesting Date	22 August 2023	22 August 2024
Vesting Conditions	Service	Service
Share price	\$1.605	\$1.605
Exercise price	Nil	Nil

EXPLANATORY STATEMENT (CONTINUED)

Aspect	Details		
	Expected volatility	39%	39%
	Expected life	0.98 years	1.98 years
	Risk free interest rate	2.986%	2.986%
	Dividend yield	3.77%	3.77%
	Valuation per Option	\$1.548	\$1.491
Disposal Restrictions	<p>Options</p> <p>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).</p> <p>Shares – Default Disposal Restrictions</p> <p>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:</p> <p>(a) the Company's Securities Trading Policy, and</p> <p>(b) the Corporations Act having regard to Division 3 of Part 7.10 (which prohibits insider trading).</p> <p>Release of Disposal Restriction</p> <p>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.</p>		
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. The Options may also vest if a fundamental change occurs pursuant to a transaction that results in a substantial diminution of Libby's role including whether she is no longer CEO of an Australian publicly listed company.		
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 particular Tranche 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 the following formula (noting that negative results will be taken to be nil):</p> <p>Number of Options to Vest = $\frac{\text{Unvested Options} \times (\text{Share Price immediately prior to calculation of entitlement to the Return of Capital} - \text{Share Price at Measurement Period commencement})}{\text{Share Price at Measurement Period commencement}}$</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 or if the Options are not exercised by the expiry date.		
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 her duties or obligations in relation to the Company, all unvested Options held by that Participant will lapse and be forfeited.		

EXPLANATORY STATEMENT (CONTINUED)

OTHER INFORMATION WHICH APPLIES TO RESOLUTIONS 4, 5 & 6

A summary of the main features of the BSLEIP is set out in the table below:

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 Dividend Equivalent Rights which 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 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 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 (starting from the beginning of the first financial year in the Vesting Period).</p>
Cost of Awards	<p>Participants do not have to pay any amount in order to acquire an Incentive Right, Performance Right or Option under the plan, however 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 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 (excluding 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 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 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 dismissal for gross misconduct 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.</p> <p>If at the time of vesting subsequent to cessation of employment the share price is lower than at the date of cessation of employment the value of the Performance Rights that vest will be paid in cash only, not Shares.</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, defalcation 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>
Issue or Acquisition of Shares	<p>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</p>
Cost and Administration	<p>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.</p>

EXPLANATORY STATEMENT (CONTINUED)

Aspect	Details
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.

In accordance with ASX Listing Rule 10.15, the Company discloses the following specific information:

- (a) Libby Roy (CEO and Managing Director) and Brent Henley (CFO and Director) fall within Listing Rule 10.14.1 are entitled to participate in the BSLEIP;
- (b) the number and class of securities to be issued to Libby Roy and Brent Henley under the scheme for which approval is being sought are:
 - (1) Libby Roy: 563,082 Performance Rights and 395,882 Options (being \$666,666.67 at \$1.68 per Option); and
 - (2) Brent Henley: 210,493 Performance Rights;
- (c) the current total remuneration package for:
 - (1) Libby Roy is a maximum of \$3,106,738.01 comprising: \$875,000 (Fixed Annual Remuneration or FAR) consisting of \$850,254 (Fixed Annual Salary or FAS) + \$24,746 (Superannuation) + STI of \$875,000 (100% of FAR at target) + LTI of \$437,500 (50% of FAR at stretch);
 - (2) Brent Henley is a maximum of \$953,075 comprising: \$440,750 (FAS) + \$27,500 (Superannuation) + STI of \$220,375 (50% of FAS at target) + LTI of \$264,450 (60% of FAS at stretch);
- (d) Securities previously issued under the BSLEIP for:
 - (1) Libby Roy: 197,941 Options (being \$333,333.33 at \$1.68 per Option) have previously been issued to Libby Roy under the scheme as Tranche 1 of the CEO sign on equity benefit for a nil acquisition price;
 - (2) Brent Henley: no securities have previously been issued to Brent Henley under the scheme;
- (e) a summary of the material terms and value of the proposed grant of Performance Rights and Options are outlined above;
- (f) the Performance Rights and Options will be issued to the CEO and the CFO following the annual general meeting of the Company, and in any event, no later than 12 months after the meeting;
- (g) the Performance Rights and Options are granted for nil consideration;
- (h) a summary of the material terms of the BSLEIP are outlined above;
- (i) no loan is provided in regards to the acquisition of Performance Rights or Options under the BSLEIP.
- (j) 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.
- (k) any persons covered by ASX Listing Rule 10.14 and not named in this notice may not participate in the BSLEIP until approval is obtained for them under ASX Listing Rule 10.14.

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 Measurement 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.

Information required by ASX Listing Rule 14.1A:

If Resolutions 4, 5 and 6 are passed, the Performance Rights will be granted to Libby Roy and Brent Henley, and Options to Libby Roy. If Resolutions 4, 5 and 6 are not passed, the Performance Rights will not be granted to Libby Roy and Brent Henley, and the Options will not be granted to Libby Roy. If Shareholder approval is not obtained for the grant of Performance Rights, the Board will consider alternative arrangements to appropriately remunerate and incentivise Libby Roy and Brent Henley which may include a payment of cash. Similarly, if Shareholder approval is not obtained to grant the Options to Libby Roy, the Board will consider alternative arrangements to remunerate Libby Roy.

RECOMMENDATION

THE DIRECTORS (OTHER THAN LIBBY ROY) RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 4.

A voting exclusion statement applies to Resolution 4. The Chairman will vote undirected proxies FOR this resolution.

EXPLANATORY STATEMENT (CONTINUED)

THE DIRECTORS (OTHER THAN BRENT HENLEY) RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 5.

A voting exclusion statement applies to Resolution 5. The Chairman will vote undirected proxies FOR this resolution.

THE DIRECTORS (OTHER THAN LIBBY ROY) RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 6.

A voting exclusion statement applies to Resolution 6. The Chairman will vote undirected proxies FOR this resolution.

RESOLUTION 7 - APPROVAL OF AMENDMENTS TO THE CONSTITUTION

The Company has recently undertaken a review of the Constitution and proposes a number of modifications to reflect certain changes to corporate governance practices, the Corporations Act and the ASX Listing Rules, and which update certain legacy provisions and terminology. A number of the changes also seek to achieve efficient and flexible administration of the Company and relations with Shareholders. The two main sources of the proposed modifications are:

- (1) The ASX announced that the current CHES clearing system will be replaced by the "CHES Replacement". The ASX has recommended listed companies amend relevant provisions of their Constitutions to accommodate and comply with the systems' new capabilities, including to update the number of registered joint holders.
- (2) In response to the COVID-19 pandemic, temporary modifications were made to the Corporations Act to overcome any legal impediments to holding general meetings by virtual technology. Permanent amendments to the Act have now been made to allow companies to sign and provide general meeting related documents electronically, and to use virtual meeting technology to hold general meetings, i.e., to hold "hybrid general meetings" and wholly virtual general meetings.

Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of shareholders. A special resolution of shareholders must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

A marked up copy of the modified Constitution is available for review by Shareholders on the Company's website at <https://investors.bravurasolutions.com/investor-centre/?page=corporate-governance> and at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company by calling +612 9018 7800.

EXPLANATORY STATEMENT (CONTINUED)

Overview of the proposed amendments to the Constitution

Clause	Change to Constitution	Explanation
1 (Definitions)	<p>Attending Shareholder means, in relation to a meeting of Shareholders, the Shareholder present at the place of the meeting (including using any one or more of the Virtual Meeting Technologies used for the meeting), in person or by proxy, by attorney or, where the Shareholder is a body corporate, by Corporate Representative.</p> <p>CSF Operator means ASX Settlement Pty Ltd ACN 008 504 532 or its successor as the operator of the clearing and settlement facility for the financial market operated by ASX.</p> <p>Settlement Rules means the operating rules of the clearing and settlement facility for the financial market operated by ASX.</p> <p>Virtual Meeting Technology means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting.</p>	<p>These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.</p> <p>ASX Settlement Pty Ltd ACN 008 504 532 is the current operator of the clearing and settlement facility for the financial market operated by the ASX. This definition provides further clarity for the relevant CSF Operator.</p> <p>The ASX Settlement Operating Rules can be found on the ASX website.</p> <p>This definition is the same as the definition for “virtual meeting technology” in s 9 of the Corporations Act.</p>
2 (Interpretation)	<p>(j) Unless the context indicates a contrary intention in this Constitution, a reference to a person being “present” at a meeting includes participating in the meeting using a Virtual Meeting Technology by which the meeting is being held.</p> <p>(k) Unless the context indicates a contrary intention in this Constitution, a reference to a “venue” of a meeting may be, but need not be, a physical place.</p>	<p>The new amendments to the Corporations Act by virtue of the <i>Corporations Amendment (Meetings and Documents) Act 2022 (Cth)</i> (2022 Amendment) repealed and inserted s 249R into the Corporations Act to allow a company to hold a meeting of its members:</p> <ul style="list-style-type: none"> ▪ at physical venues ▪ at physical venues and through the use of virtual meeting technology (Hybrid Meeting); or ▪ using virtual meeting technology only. <p>The 2022 Amendment also inserted a new s 249RA, which clarifies that the place at which a meeting of members of a company is held is taken to be:</p> <ul style="list-style-type: none"> ▪ if the meeting is held at only one physical venue (regardless of whether the meeting is a Hybrid Meeting or not), that relevant physical venue; ▪ if the meeting is held at more than one physical venue (regardless of whether the meeting is a Hybrid Meeting or not), the main physical venue of the meeting as set out in the notice of the meeting; or ▪ if the meeting is entirely virtual, the registered office of the company. <p>This means that the meeting venue can be entirely virtual, physical or a Hybrid Meeting, and the Corporations Act has specific guidance as to the place at which the meeting is taken to be held.</p>
28 (Calling meetings of Shareholders)	<p>(a) The Company may by resolution of the Board call a meeting of Shareholders to be held at the time and venue or venues (including at 2 or more venues using technology or using Virtual Meeting Technology only, that gives Attending Shareholders, as a whole, a reasonable opportunity to participate) and in the manner that the Board resolves.</p>	<p>These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.</p>

EXPLANATORY STATEMENT (CONTINUED)

Clause	Change to Constitution	Explanation
30 (Holding a meeting of Shareholders)	(a) The Company may hold a meeting of Shareholders: <ul style="list-style-type: none"> (i) at one or more physical venues; (ii) at one or more physical venues and using Virtual Meeting Technology; (iii) using Virtual Meeting Technology only, provided that the Shareholders entitled to attend the meeting, as a whole, are given a reasonable opportunity to participate in the meeting. 	Clause 30(a) reflects the new amendments to s 249R of the Corporations Act in relation to the Company's ability to hold physical meetings, Hybrid Meetings or entirely virtual meetings. Under this clause, shareholders must also be given a reasonable opportunity to participate in the meeting as per s 249S of the Corporations Act.
	(b) A Shareholder who attends a meeting of Shareholders (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.	Clause 30(b) reflects the same language used in s 249RA(3) of the Corporations Act, which confirms that shareholders attending meetings at a physical or virtual venue are taken to be present at the meeting.
	(c) If a meeting of Shareholders is held using Virtual Meeting Technology, the Board may (subject to the Applicable Law) make rules or requirements in connection with participation in the meeting by that technology, including rules or requirements to verify the identity of a person or to ensure the security of the technology. The Board may communicate such rules and procedures (or instructions on how they can be accessed) to Shareholders by notification to the ASX.	This clause allows for the Board to make rules or requirements for Shareholder participation in virtual meetings, including rules or requirements to verify the identity of a person or to ensure the security of the technology.
	(d) If, before or during a meeting of Shareholders that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all Shareholders entitled to attend the meeting may not be able to participate, the chairperson of the meeting may: <ul style="list-style-type: none"> (i) postpone or adjourn the meeting until the difficulty is remedied or to such other time or venue as the chairperson of the meeting determines; or (ii) subject to the Corporations Act, continue the meeting provided that a quorum remains present and able to participate in the meeting. 	<p>This clause provides discretion to the Company's chairperson in circumstances where any technical difficulties occur and all Shareholders entitled to attend the meeting may not be able to participate. In such circumstances, the chairperson can:</p> <ul style="list-style-type: none"> ▪ postpone or adjourn the meeting until the difficulty is remedied or as otherwise determined by the chairperson; or ▪ continue the meeting provided the quorum for a member's meeting is fulfilled (2 members) - s 249T Corporations Act.
	(e) Subject to the Corporations Act, a meeting of Shareholders held using Virtual Meeting Technology and anything done (including the passing of a resolution) at the meeting is not invalid because of the inability of one or more Shareholders to access, or to continue to access, the Virtual Meeting Technology for the meeting, provided that sufficient Shareholders are able to participate in the meeting as are required to constitute a quorum.	This clause reflects section 1.36 of the 2022 Amendments Explanatory Memorandum, which states that "the use of the phrase "members as a whole" in the Corporations Act ensures that the meeting cannot be invalidated merely because a member experienced technical issues and is unable to participate virtually. The intention is that the meeting should not be individualised so long as the vast majority of members can contribute and no member is intentionally excluded."
31 (Quorum)	(c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Shareholders, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and place venue or venues (including using Virtual Meeting Technology only) determined by that chairperson or the Board.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.
33 (Conduct of meetings of Shareholders)	(g) The chairperson of a meeting of Shareholders may withdraw from consideration by the meeting any resolution that is set out in the notice of that meeting, other than a resolution proposed by Shareholders in accordance with the Corporations Act or a resolution required by the Corporations Act to be put to the meeting.	This clause provides discretion to the Company's chairperson to withdraw from consideration by the meeting any resolution that is set out in the notice of that meeting (unless the resolution is proposed by Shareholders or required under the Corporations Act to be put to the meeting).

EXPLANATORY STATEMENT (CONTINUED)

Clause	Change to Constitution	Explanation
	(h) The chairperson of a meeting of Shareholders may require any person who wishes to attend the meeting to comply with searches, restrictions or other security arrangements the Chair considers appropriate.	This clause provides discretion to the Company's chairperson to require any person who wishes to attend a Shareholder Meeting to comply with searches, restrictions and other security arrangements.
	(i) The chairperson of a meeting of Shareholders may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person: <ul style="list-style-type: none"> (ii) does not comply with the searches, restrictions or other security arrangements pursuant to Article 33(h); (viii) refuses to comply with a request to turn off a mobile telephone, personal communication device or similar device; or 	<p>This clause provides discretion to the Company's chairperson to refuse admission to any person or require a person to leave or remain out of a Shareholder's meeting if that person:</p> <ul style="list-style-type: none"> ▪ does not comply with searches, restrictions or security arrangements ▪ refuses to comply with a request to turn off a mobile phone or similar device
	(j) If the chairperson of a meeting of Shareholders considers that there are too many persons present at a physical venue of the meeting to fit into that venue where the meeting is to be held, the chairperson may (without giving notice or putting the matter to a vote of Shareholders) nominate an additional physical venue for the meeting linked to the other venue or venues of the meeting using any technology that gives Attending Shareholders as a whole a reasonable opportunity to participate.	This clause provides discretion to the Company's chairperson to nominate an additional physical venue for the meeting or use any technology that gives Shareholders a reasonable opportunity to participate (without giving notice or putting the matter to a vote of Shareholders).
35 (Authority of Attending Shareholders)	(c) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Shareholder, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another venue or held using another technology, even though the appointment may refer to a specific meeting to be held at a specified time or venue or using specific technology.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.
43 (Adjournments)	(a) The chairperson of a meeting of Shareholders may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and venue or venues (including using Virtual Meeting Technology) determined by the chairperson.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.
44 (Cancellations and postponements)	(a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Shareholders, change or remove any venue for the meeting or change or remove any technology for the meeting, prior to the date on which the meeting is to be held.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.
	(c) Subject to the Listing Rules, the Company may give notice of a cancellation or postponement of, or change or removal of a venue or technology for, a meeting of Shareholders as the Board resolves. Failure to give notice of a cancellation or postponement of, or change or removal of a venue or technology for, a meeting of Shareholders or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement, change or removal or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the revised venue or using revised technology.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.

EXPLANATORY STATEMENT (CONTINUED)

Clause	Change to Constitution	Explanation
60 (Board Meetings)	<p>(d) Notice of a Board meeting:</p> <ul style="list-style-type: none"> (i) must specify the time and venue or venues of the meeting, and if the meeting will be held using Virtual Meeting Technology, sufficient information to allow the Directors to participate in the meeting by means of the technology; (ii) need not state the nature of the business to be transacted at the meeting; (iii) may, if necessary, be given immediately before the meeting; (iv) may be given in person, or by post or by telephone, fax or other electronic means; and (v) is taken to have been given to an alternate director if it is given to the Director who appointed that alternate director. 	<p>This clause provides additional details that must/may be given in a Notice of a Board meeting to the Directors. These requirements supersede the replaceable rule in s 248C of the Corporations Act, which require that a director give reasonable notice individually to every other director for a director's meeting to be called.</p>
	<p>(f) Subject to this Constitution, a Board meeting may be held:</p> <ul style="list-style-type: none"> (i) at one or more physical venues; (ii) at one or more physical venues and using Virtual Meeting Technology; or (iii) using Virtual Meeting Technology only, 	<p>This clause reflects the broad discretion granted to directors in s 248D of the Corporations Act, where Directors' Meetings may be called or held using any technology consented to by all the Directors.</p>
	<p>(g) A Director who attends a Board Meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting whilst so attending.</p>	<p>This clause reflects section 1.40 of the 2022 Amendments Explanatory Memorandum, which states that "if a meeting is held using technology, all persons participating in the meeting (whether by being physically present or using electronic means) are taken to be 'present'. This means that all of those persons should be counted for the purposes of determining whether there is a quorum."</p>
	<p>(k) If a Board meeting is held at more than one physical venue or using Virtual Meeting Technology, the meeting is taken to be held at the place where the chairperson of the meeting attended the meeting or any other place the chairperson of the meeting determines, provided that at least one of the Directors participated in the meeting at that place for the duration of the meeting.</p>	<p>This clause clarifies that the physical venue that the meeting is taken to be held is the place where the chairperson of the meeting attended the meeting or any place the chairperson determines.</p>
	<p>(m) If, before or during a Board meeting, any technical difficulty occurs where one or more Directors may not be able to participate, the chairperson of the meeting may:</p> <ul style="list-style-type: none"> (i) adjourn the meeting until the difficulty is remedied; or (ii) where a quorum for a Board meeting remains present, continue the meeting. 	<p>This clause provides discretion to the Company's chairperson in circumstances where technical difficulties occur and one or more Directors may not be able to participate in the meeting. In such circumstances, the chairperson can:</p> <ul style="list-style-type: none"> ▪ postpone or adjourn the meeting until the difficulty is remedied or as otherwise determined by the chairperson; or ▪ continue the meeting provided the quorum for a member's meeting is fulfilled (2 directors) – s 248F Corporations Act.

RECOMMENDATION

THE DIRECTORS RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 7.

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

Neil Broekhuizen

Chairman and Independent Non-executive Director

Peter Mann

Independent Non-executive Director

Alexa Henderson

Independent Non-executive Director

Libby Roy

CEO and Managing Director

Brent Henley

CFO and Executive Director

COMPANY SECRETARY

Brent Henley and Nigel Liddell

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>



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



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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 of the person or body corporate you are appointing as your proxy



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 **10:00am on Tuesday, 22 November 2022 at Flex by ISPT at Level 2, 345 George St, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting. To access the **Notice of General Meeting**, this can be viewed and downloaded at the Company's website at investors.bravurasolutions.com/Investor-Centre.

Important for Resolutions 1, 4, 5 & 6: 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 Resolutions 1, 4, 5 & 6, even though the Resolutions are 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 each item of business.

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

- 1 Adoption of the Remuneration Report
- 2 Re-Election of Peter Mann as a Director
- 3 Ratification of Appointment of Brent Henley as a Director
- 4 Approval for the Granting of Performance Rights to a Director – Ms Libby Roy (CEO)

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 5 Approval for the Granting of Performance Rights to a Director – Mr Brent Henley (CFO)
- 6 Approval for the Granting of Options to a Director – Ms Libby Roy (CEO)
- 7 Approval of amendments to the Constitution

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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 PRX2201C

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 Resolutions are 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:

- (a) 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
- (b) 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 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company's share registrar, Link Market Services Limited, by **10:00am on Sunday, 20 November 2022**, and in any case no later than 48 hours prior to the commencement of the Annual General 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.

QR Code



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



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

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

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to any public health orders and restrictions

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

LODGE YOUR QUESTIONS



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

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



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+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



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Please use this form to submit any questions about Bravura Solutions Limited ("the Company") that you would like us to respond to at the Company's 2022 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Sunday, 20 November 2022**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS