

BRAVURA
SOLUTIONS

**NOTICE OF
ANNUAL GENERAL
MEETING OF
SHAREHOLDERS
2025**

BRAVURA SOLUTIONS LIMITED
ABN 54 164 391 128

Shareholders who have elected
not to receive a printed copy of
the Company's 2025 Annual Report
may obtain a copy from the
Company's website
www.bravurasolutions.com
under the Investors section



bravura
solutions

For personal use only

TABLE OF CONTENTS

Notice of 2025 Annual General Meeting of Shareholders	1
Explanatory Statement	5
Corporate Directory	i

NOTICE OF 2025 ANNUAL GENERAL MEETING

OF SHAREHOLDERS (CONTINUED)

NOTICE IS GIVEN that the Annual General Meeting of Bravura Solutions Limited ABN 54 164 391 128 (the Company) will be held at the Company's Head Office, located at Level 6, 345 George St, Sydney NSW 2000, on Wednesday 15 October 2025 at 10.00am, and webcast via <https://meetings.openbriefing.com/BVS25>.

Shareholders can participate in the Annual General Meeting (AGM) in person in Sydney, or through the appointment of a proxy. Shareholders and their proxyholders, corporate representative and attorneys can view the meeting at <https://meetings.openbriefing.com/BVS25>

If attending online, it is recommended to log in to the online platform at least 30 minutes prior to the scheduled start time. Further information on how to join the meeting virtually is set out in the Online Platform Guide which has been lodged with ASX and posted on the Company's website.

THE BUSINESS OF THE AGM IS AS FOLLOWS:

ORDINARY BUSINESS

CONSIDERATION OF FINANCIAL STATEMENTS

To consider the Financial Statements and the reports of the Directors and Auditors for the year ended 30 June 2025.

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 2025 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 RUSSELL BASKERVILLE AS A DIRECTOR

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

"That Russell Baskerville, 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 Russell Baskerville's background and experience is set out in the explanatory statement to Resolution 2.

SPECIAL BUSINESS

CONSTITUTION

RESOLUTION 3 – 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 3 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>.

CONTINGENT BUSINESS

CONDITIONAL SPILL MEETING

RESOLUTION 4 – CONDITIONAL BOARD SPILL MEETING

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

"That subject to, and conditional on, at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the Company's Remuneration Report for the year ended 30 June 2025:

NOTICE OF 2025 ANNUAL GENERAL MEETING

OF SHAREHOLDERS (CONTINUED)

1. an Extraordinary General Meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;
2. all of the directors in office when the resolution to approve the Remuneration Report for the year ended 30 June 2025 was passed (being Matthew Quinn, Shezad Okhai, Russell Baskerville, Sarah Adam-Gedge, Damien Leonard, Charles Crouchman and Dexter Salna) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and
3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."

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

VOTING EXCLUSIONS

RESOLUTIONS 1 and 4

In accordance with section 250R of the Corporations Act, a vote on Resolutions 1 and 4 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:

- (e) the person is either:
 - a member of the KMP; or
 - a closely related party of a member of the KMP; and
- (f) 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:

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

By Order of the Board

MELISSA JONES
COMPANY SECRETARY
12 September 2025

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

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

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting of the Company on Wednesday 15 October 2025. The purpose of this Explanatory Statement is to provide information to Shareholders to assist them in deciding whether or not to pass the Resolutions set out in the Notice of Meeting.

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

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

ELIGIBILITY TO VOTE

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001(Cth), that the Company's Shares quoted on the ASX at 7.00pm (Sydney time) on **Monday 13 October 2025** 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, MUFG Corporate Markets (AU) Limited (MUFG), by 10.00am on **Monday 13 October 2025**, being no later than 48 hours prior to the commencement of the Annual General Meeting. Any proxy form received after this time will not be valid for the scheduled Annual General Meeting.

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

A proxy need not be a Shareholder of the Company.

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

■ BY MAIL

Bravura Solutions Limited
C/- MUFG Corporate Markets (AU) 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)
MUFG Corporate Markets (AU) 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.

EXPLANATORY STATEMENT

If a Shareholder has not directed the proxy on how to vote, the proxy may vote as the proxy deems fit, and similarly if the Shareholder appoints the Chairman of the AGM as proxy but does not direct the Chairman on how to vote on an item, the Chairman will vote in accordance with his voting intention as stated, namely in favour of each of Resolutions 1, 2 and 3 and against Resolution 4.

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

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1, 2 and 3.

POLL

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

QUESTIONS

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

Shareholders will have the opportunity to ask questions at the Meeting as well as via the online portal at <https://meetings.openbriefing.com/BVS25>. More detailed information on how to ask questions during the meeting is provided in the Online Platform Guide.

EXPLANATORY STATEMENT (CONTINUED)

FINANCIAL STATEMENTS AND REPORTS

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

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

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

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

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

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

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

If the Shareholders intend to submit a written question, the question must be given to the Company no later than **Monday 13 October 2025**. 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 2025. 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 17 to 32. This is available online at www.bravurasolutions.com under the Investor Centre section.

At the Company's 2024 AGM, the Company received its 'First Strike' under section 250U with 57.96% votes cast against the resolution for the adoption of the remuneration report. The Board acknowledges this first strike and its consequences and has addressed Shareholders' concerns.

The Board undertook a program of engagement to understand the concerns raised. Feedback primarily related to the structure of the incentive schemes. As a result the FY2026 incentive scheme is much simpler and structured to align to the creation of shareholder value. The Board remains committed to ongoing engagement with shareholders on remuneration matters.

Shareholders should note that while the vote on this resolution is advisory only, if more than 25 per cent of the votes cast on this resolution are cast against adopting the 2025 Remuneration Report, the Contingent Spill Meeting Resolution (Resolution 4) will be put to the meeting. The operation and consequences of a spill resolution are set out under Resolution 4.

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.

RESOLUTION 2 – RE-ELECTION OF RUSSELL BASKERVILLE AS A DIRECTOR

Russell Baskerville was appointed as an independent non-executive director of the Company in February 2023. In accordance with the Company's Constitution, Russell retires at the 2025 AGM and, being eligible, offers himself for election by Shareholders at the meeting. He is a member of the Audit and Risk Management Committee and Chair of the Human Resources Committee.

Russell Baskerville is a highly experienced corporate leader with over 20 years in both Executive and Non-Executive board roles across ASX-listed companies. He has a proven track record in business strategy, corporate transactions, and technology consulting, including expertise in mergers and acquisitions, corporate restructuring, and capital markets.

EXPLANATORY STATEMENT (CONTINUED)

As the founder, Managing Director, and CEO of ASX listed Empired Limited, he led the company's growth into one of the largest and most respected digital services firms in Australia and New Zealand. Mr Baskerville currently serves as Non-Executive Chairman of One Click Group (ASX:ICG), Non-Executive Chairman of Elmore Limited (ELE) and Non-Executive Director and Deputy Chair of Spirit Technology Solutions Limited (ST1).

RECOMMENDATION

The directors (other than Russell Baskerville) recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – 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 main source of the proposed modifications is to allow the Company 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.

Overview of the proposed amendments to the Constitution

Clause	Change to Constitution	Explanation
1 (Definitions)	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.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.
	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.	This definition is the same as the definition for "virtual meeting technology" in s 9 of the Corporations Act.
2 (Interpretation)	(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.	The new amendments to the Corporations Act by virtue of the <i>Corporations Amendment (Meetings and Documents) Act 2022 (Cth) (2022 Amendment)</i> repealed and inserted s 249R into the Corporations Act to allow a company to hold a meeting of its members: <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.
	(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.	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: <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.

EXPLANATORY STATEMENT (CONTINUED)

Clause	Change to Constitution	Explanation
		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.
28 (Calling meetings of Shareholders)	(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.	These amendments reflect the ability for the Company to hold entirely virtual shareholders meetings as per s 249R Corporations Act.
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. 	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: <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	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

EXPLANATORY STATEMENT (CONTINUED)

Clause	Change to Constitution	Explanation
	sufficient Shareholders are able to participate in the meeting as are required to constitute a quorum.	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).
	(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: (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	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: <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	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
	and venue or venues (including using Virtual Meeting Technology) determined by the chairperson.	
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 ASX 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.
60 (Board Meetings)	(d) Notice of a Board meeting: <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. 	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.
	(f) Subject to this Constitution, a Board meeting may be held: <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, 	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.
	(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.	This clause reflects s 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."
	(k) If a Board meeting is held at more than one physical venue or using Virtual Meeting Technology, the meeting is taken	This clause clarifies that the physical venue that the meeting is taken to be held is the place where the

EXPLANATORY STATEMENT (CONTINUED)

Clause	Change to Constitution	Explanation
	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.	chairperson of the meeting attended the meeting or any place the chairperson determines.
	<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> <p>(i) adjourn the meeting until the difficulty is remedied; or</p> <p>(ii) where a quorum for a Board meeting remains present, continue the meeting.</p>	<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 3.

RESOLUTION 4 – CONDITIONAL BOARD SPILL MEETING

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

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

All of the directors of the Company in office when the resolution to approve the Remuneration Report for the year ended 30 June 2025 was passed (being Matthew Quinn, Shezad Okhai, Russell Baskerville, Sarah Adam-Gedge, Damien Leonard, Charles Crouchman and Dexter Salna) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as directors is approved will be the directors of the Company.

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

- the actions the Board has taken since that time in response to the First Strike as detailed in the Remuneration Report, including the active engagement with shareholders and reviewing remuneration policies and award structures with a view to addressing shareholder concerns;
- the Board considers that it currently has the right mix of skills and experience;
- each Non-Executive Director listed above has previously been elected as a director with the strong support of shareholders; and
- the uncertainty, disruption and additional costs that will arise from the Spill Meeting (which is a general meeting that the Directors do not consider to be in the best interests of the Company or its shareholders).

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

RECOMMENDATION

The directors recommend that Shareholders vote against Resolution 4.

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

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

WEBSITE ADDRESS

www.bravurasolutions.com

BOARD OF DIRECTORS

Matthew Quinn

Chairman and Independent Non-executive Director

Russell Baskerville

Independent Non-executive Director

Sarah Adam-Gedge

Independent Non-executive Director

Damien Leonard

Non-executive Director

Charles Crouchman

Independent Non-executive Director

Dexter Salna

Non-executive Director

Shezad Okhai

Interim CEO and executive Director

COMPANY SECRETARY

Melissa Jones

AUDITORS

Ernst & Young 200 George Street

Sydney NSW 2000

Phone: 61 2 9248 5555

SHARE REGISTRY

MUFG Corporate Markets (AU) Limited

Liberty Place Level 41 161 Castlereagh St

Sydney NSW 2000

<https://au.investorcentre.mpms.mufg.com/>

For personal use only





bravura
solutions

ABN 54 164 391 128

LODGE YOUR VOTE

-  **ONLINE**
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**
Bravura Solutions Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
MUFG Corporate Markets (AU) 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



X999999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 15 October 2025 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **the Company's head office, located at Level 6, 345 George St Sydney NSW 2000** or logging in online at <https://meetings.openbriefing.com/BVS25>. To access the **Notice of General Meeting**, please visit the Company's website at investors.bravurasolutions.com/Investor-Centre.

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

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1, 2 and 3 and against Resolution 4.


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

Resolutions	Board Recommendation	For	Against	Abstain*
1 ADOPTION OF THE REMUNERATION REPORT	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RE-ELECTION OF RUSSELL BASKERVILLE AS A DIRECTOR	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL OF AMENDMENTS TO THE CONSTITUTION	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 CONDITIONAL BOARD SPILL MEETING	AGAINST	<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 PRX2501N



For personal use only

STEP 1

STEP 2

STEP 3

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 and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com 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.mpms.mufg.com/en/mufg-corporate-markets.

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, MUFG Corporate Markets (AU) Limited, by **10:00am on Monday, 13 October 2025**, 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://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/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 vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.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/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)