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# ASX Release

23 October 2026

## Notice of 2026 Annual General Meeting

Bravura Solutions Limited (ASX: BVS) ("Bravura" or the "Company") advises that it has today dispatched its 2026 Notice of Annual General Meeting (AGM) and 2026 AGM Voting/Proxy Form to shareholders and provides these in accordance with ASX Listing Rule 3.17.1. Further information for shareholders on how to join the meeting virtually is set out in the attached Online Platform Guide.

Copies are available at https://investors.bravurasolutions.com/Investor-Centre/.

– ENDS –

Authorised for release by the Joint Company Secretaries, Bravura Solutions Limited.

### About Bravura Solutions Limited

Bravura Solutions Limited is a leading provider of software solutions for the wealth management, life insurance, and funds administration industries. Our solutions are underpinned by functionally rich technology that enables modernisation, consolidation, and simplification. Our software solutions enable our clients to increase speed to market, provide a seamless digital experience and address ongoing changes in financial services regulation. Backed by over 35 years of experience, our on-premise, managed, hosted and cloud solutions are used by many of the world's leading financial institutions, who entrust trillions of dollars in assets to our systems. We support our clients with a team of more than 950 people in offices across Australia, New Zealand, United Kingdom, Europe, Africa, and Asia.

To learn more, visit www.bravurasolutions.com.

# NOTICE OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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bravura solutions

## TABLE OF CONTENTS


| | |
|---|---|
| Notice of 2026 Annual General Meeting of Shareholders | 1 |
| Explanatory Statement | 7 |
| Corporate Directory | i |


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# NOTICE OF 2026 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 as a fully virtual meeting, on Thursday 26 November 2026 at 10.00am (AEDT), being 11.00pm (GMT) on Wednesday 25 November 2026.

Shareholders can participate in the Annual General Meeting (AGM) directly, or through the appointment of a proxy. Shareholders and their proxyholders, corporate representative and attorneys can attend, participate, ask questions and vote online via the virtual meeting platform at https://meetings.openbriefing.com/BVS26

It is recommended to log in to the virtual meeting 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 2026.

Neither the *Corporations Act 2001* (Cth) (Corporations Act) nor the Company's constitution (Constitution) requires a vote of Shareholders on the statements or reports. However, Shareholders will be given the opportunity to ask questions or make comments on the statements and reports 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 2026 be adopted, details of which are set out in the explanatory statement to Resolution 1 in the Notice of Annual General Meeting."

## ELECTION OF DIRECTORS

### RESOLUTION 2 – RE-ELECTION OF SHEZAD OKHAI AS A DIRECTOR

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

"That Shezad Okhai, 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 Annual General Meeting."

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

### RESOLUTION 3 – RE-ELECTION OF DAMIEN LEONARD AS A DIRECTOR

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

"That Damien Leonard, 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 3 in the Notice of Annual General Meeting."

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

### RESOLUTION 4 – ELECTION OF IAN WHITING AS A DIRECTOR

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

"That Ian Whiting, having been appointed as a Director of the Company on 8 September 2026 to fill a casual vacancy, who will retire at the close of the meeting in accordance with the Constitution, be elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 4 in the Notice of Annual General Meeting."

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

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# NOTICE OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (CONTINUED)

## SPECIAL BUSINESS

## EMPLOYEE INCENTIVES

### RESOLUTION 5 – APPROVAL OF ISSUES OF SECURITIES UNDER THE BRAVURA SOLUTIONS LIMITED EMPLOYEE INCENTIVE PLAN

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

"That the issue of equity securities under the Bravura Solutions Limited Employee Incentive Plan, the details of which are set out in the explanatory statement to Resolution 5 in the Notice of Annual General Meeting, for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes, be approved as an exception to ASX Listing Rule 7.1."

### BACKGROUND APPLICABLE TO RESOLUTIONS 6A AND 6B

Resolutions 6A and 6B concern the proposed allocation of fully paid ordinary shares in the capital of the Company (Shares) to Colin Greenhill, the CEO and an Executive Director, under the Bravura Solutions Limited Employee Incentive Plan (BSLEIP).

### RESOLUTION 6A - APPROVAL FOR THE ALLOCATION OF SHARES ON EXERCISE OF OPTIONS TO A DIRECTOR – MR COLIN GREENHILL (CEO)

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

"That approval is given for the allocation of Shares to the CEO, Colin Greenhill, upon exercise of Options held by Mr Greenhill issued under the BSLEIP, on the terms and conditions described in the explanatory statement to Resolution 6A in the Notice of Annual General Meeting, for all purposes including ASX Listing Rule 10.14."

### RESOLUTION 6B – APPROVAL FOR THE ALLOCATION OF SHARES IN SATISFACTION OF DIVIDEND EQUIVALENT RIGHTS TO A DIRECTOR – MR COLIN GREENHILL (CEO)

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

"That approval is given for the allocation of Shares to the CEO, Colin Greenhill, in satisfaction of Dividend Equivalent Rights determined by the Board in favour of Mr Greenhill under the BSLEIP, on the terms and conditions described in the explanatory statement to Resolution 6B in the Notice of Annual General Meeting, for all purposes including ASX Listing Rule 10.14."

## 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:

(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.

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# NOTICE OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (CONTINUED)

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.

## RESOLUTION 5

For the purpose of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is eligible to participate in the BSLEIP or an associate of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

(a) the person is either:

- a member of the KMP; or
- a closely related party of a member of the KMP; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

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

(a) the person is the Chairman of the meeting at which the resolution is voted on; and

(b) the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## RESOLUTIONS 6A and 6B

For the purpose of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 6A and 6B by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the BSLEIP (which includes Colin Greenhill) or an associate of that person.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 6A and 6B if:

(a) the person is either:

- a member of the KMP; or
- a closely related party of a member of the KMP; and

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# NOTICE OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (CONTINUED)

(b) the appointment does not specify the way the proxy is to vote on the resolution.

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

(a) the person is the Chairman of the meeting at which the resolution is voted on; and

(b) the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

STUART ROBERTS

JOINT COMPANY SECRETARY

23 October 2026

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# EXPLANATORY STATEMENT

## EXPLANATORY STATEMENT

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

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the AGM of the Company on **Thursday 26 November 2026** at 10.00am (AEDT), being 11.00pm (GMT) on Wednesday 25 November 2026. 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 Annual General 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 ASX at 7.00pm (AEDT) on **Tuesday 24 November 2026** will be taken, for the purposes of the AGM, 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 AGM, either in person, by proxy or attorney or, in the case of a corporate Shareholder, by a personal representative.

**Part A** below is for Shareholders on the Australian Register. **Part B** below is for AIM Depository Interest Holders (Shareholders who hold Depository Interests on the AIM market). If you are not sure of the nature of your shareholding, please seek clarification by contacting our share registry, MUFG Corporate Markets, as follows:

| **Australia** | **United Kingdom** |
|---|---|
| MUFG Corporate Markets (AU) Limited<br>Locked Bag A14<br>Sydney South NSW 1235 Australia<br><br>**Phone**: +61 1300 554 474<br>**Email**: support@cm.mpms.mufg.com | MUFG Corporate Markets<br>Central Square<br>29 Wellington Street<br>Leeds<br>LS1 4DL<br>United Kingdom<br><br>**Phone**: +44 (0)371 664 0300<br>**Email**: shareholderenquiries@cm.mpms.mufg.com |

## Part A: Shareholders on the Australian Register

### PROXIES

If you are unable to attend and vote at the AGM, 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 (AEDT) on **Tuesday 24 November 2026**, being no later than 48 hours prior to the commencement of the AGM. Any proxy form received after this time will not be valid for the scheduled AGM.

If a Shareholder is entitled to cast two or more votes at the AGM, 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

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# EXPLANATORY STATEMENT

- 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 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 Resolutions.

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

The Chairman of the AGM intends to vote all available proxies in favour of all Resolutions.

## Part B: AIM Depository Interest Holders

### CREST Voting

Holders of Depository Interests cannot vote in person at the AGM and are therefore requested to vote through CREST.

If you are a holder of Depositary Interests, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered Shareholder. You will not receive a form of direction for the AGM in the post, but you can tell them how you want the votes in respect of your shares to be cast at the AGM and any adjournment(s) thereof, by utilising the CREST electronic proxy appointment service as per the procedures described in the CREST Manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual.

### Voting Deadline

The message must be transmitted so as to be received by the issuer's agent (ID RA10) no later than 11.00pm (GMT) on 20 November 2026 (72 hours before the AGM or any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you require a paper form of direction, please contact our Registrar, MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com, or you may call on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

To be effective, a valid form of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by no later than 11.00pm (GMT) on 20 November 2026 or 72 hours before any adjourned meeting. You must be registered as holder of the Depository Interests as at close of business on 20 November 2026 (or 72 hours before any adjourned meeting) for your form of direction to be valid.

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# EXPLANATORY STATEMENT

The Depository will appoint the Chair of the AGM as its proxy to cast its votes. The Chair of the AGM may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the AGM. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

## Virtual Attendance at the AGM

Holders of Depository Interests wishing to attend the AGM virtually should contact the Depository at MUFG Corporate Markets Trustees (Nominees) Limited at Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or email Nominee.Enquiries@cm.mpms.mufg.com in order to request a Letter of Representation by no later than 11.00pm (GMT) on 20 November 2026 (72 hours before the AGM).

## General information applying to all Shareholders

### 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 AGM.

Shareholders will have the opportunity to ask questions at the AGM as well as via the online portal at **https://meetings.openbriefing.com/BVS26**. More detailed information on how to ask questions during the meeting is provided in the Online Guide.

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# EXPLANATORY STATEMENT (CONTINUED)

## BOARD RENEWAL AND SUCCESSION PLANNING

The Board is committed to maintaining an appropriate balance of skills, experience, independence and diversity and regularly reviews Board composition as part of its ongoing succession planning process.

As previously announced, directors Sarah Adam-Gedge and Charles Crouchman will retire from the Board at the conclusion of the AGM. The Board thanks both directors for their significant contribution to the Company and its Shareholders.

The Board notes that non-executive director Ian Whiting was appointed to the Board in September 2026 and his election by Shareholders is being considered under Resolution 4 of this Notice of Annual General Meeting. Mr Whiting's appointment forms part of the Board's ongoing succession planning and renewal process.

Ian has been appointed to the Human Resources Committee, ensuring the Committee continues to satisfy the composition requirements of ASX Listing Rule 12.8 following the retirement of director Sarah Adam-Gedge.

Independent non-executive director Dexter Salna will be appointed Chair of the Audit and Risk Management Committee following Sarah Adam-Gedge's retirement at the conclusion of the AGM, ensuring ongoing compliance with the composition requirements of ASX Listing Rule 12.7.

Following the retirement of Sarah Adam-Gedge and Charles Crouchman:

- the Board will comprise six directors;
- the Board will not have a majority of independent directors, with independent and non-independent directors represented in equal numbers;
- the Audit and Risk Management Committee will comprise independent non-executive directors Dexter Salna (Chair) and Russell Baskerville, together with non-independent non-executive director Shezad Okhai;
- the Human Resources Committee will comprise independent non-executive directors Russell Baskerville (Chair) and Ian Whiting, together with non-independent non-executive director Damien Leonard;
- female representation on the Board will reduce from 12.5% to 0%; and
- the Board's composition will not fully reflect the Board's desired mix of skills, experience, independence and diversity.

The appointment of Ian Whiting as an independent non-executive director, together with the above Committee appointments, represents an important step in the Board's renewal process.

The Board expects there will be a temporary period following the AGM during which the Company will not have a majority of independent directors and acknowledges the reduction in female representation on the Board following Sarah Adam-Gedge's retirement.

The Board is actively pursuing the appointment of additional independent non-executive directors and remains committed to improving the Board's diversity, including female representation. The Board's objective is to restore a majority of independent directors and achieve a Board composition that more closely reflects its desired mix of skills, experience, independence and diversity in support of the Company's long-term strategic objectives and the interests of Shareholders.

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# 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 AGM.

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 AGM.

In addition, as the Company's auditor or their representative will be present at the AGM, 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 AGM 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 AGM; or

(b) the conduct of the audit of the annual Financial Report to be considered at the AGM.

If the Shareholders intend to submit a written question, the question must be given to the Company no later than 10.00am (AEDT) on **Tuesday 24 November 2026**. 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 AGM, 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 AGM.

### 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 2026. 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 Directors' 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 30**. 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.

### RESOLUTION 2 – RE-ELECTION OF SHEZAD OKHAI AS A DIRECTOR

Shezad Okhai was appointed as a Non-Executive Director in April 2023 and as Chief Commercial Officer and Executive Director from 15 August 2023 to 30 June 2024, as Interim CEO from 28 April 2025 to 1 January 2026. In accordance with the Company's Constitution, Shezad retires at the 2026 AGM and, being eligible, offers himself for election by Shareholders at the meeting. He is a member of the Audit and Risk Management Committee.

Prior to joining Bravura, he was Chief Investment Officer at Pinetree Capital, an investment and merchant banking firm focused on the technology sector. He returned to that role from January 2026, and was appointed President of the firm in August 2026. Shezad also spent more than 10 years with Constellation Software, a leading acquirer and operator of vertical market software companies where he built his expertise in capital allocation and vertical market software operations.

The Board does not consider Shezad to be an independent director.

#### RECOMMENDATION

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

### RESOLUTION 3 – RE-ELECTION OF DAMIEN LEONARD AS A DIRECTOR

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

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# EXPLANATORY STATEMENT (CONTINUED)

Damien is managing director of L6 Holdings, a private family office. He was executive director at Pinetree Capital from 2017 to 2026 and remains non-executive chairman of Pinetree. Damien was also previously a non-executive director and chair of the compensation committee at TSX-listed Quorum Information Technologies, and non-executive director and member of the compensation committee at NASDAQ-listed TruBridge Inc.

Damien provides strong expertise in strategic advice, financial analysis, compensation and capital allocation. He has meaningful public markets experience in Canada, the United States, Europe and Australia, specialising in enterprise software.

The Board does not consider Damien to be an independent director.

### RECOMMENDATION

The directors (other than Damien Leonard) recommend that Shareholders vote in favour of Resolution 3.

## RESOLUTION 4 – ELECTION OF IAN WHITING AS A DIRECTOR

Ian Whiting was appointed as a Non-Executive Director in September 2026 to fill a casual vacancy. In accordance with the Company's Constitution, Ian retires at the AGM and, being eligible, offers himself for election by Shareholders at the AGM, subject to satisfactory completion of background checks. It is expected that the background checks will be completed prior to the AGM.

Subject to satisfactory completion of background checks, the Board supports Ian's election as it considers that his skills and experience, including his extensive experience in the enterprise software sector, strategic leadership of international businesses and strong governance and financial expertise, will enhance the skills and experience represented on the Board.

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

The Board considers Ian to be an independent director.

Ian is a Non-Executive Director of EROAD Limited and provides strong expertise in governance, strategic leadership and international expansion through his involvement in numerous enterprise and vertical-market software organisations across North America and Europe. He is a Certified Practising Accountant (CPA Australia), a Member of the Australian Institute of Company Directors, and holds a Bachelor of Business, with extensive senior leadership experience at Constellation Software Inc and across software businesses operating in global markets. Ian specialises in supporting software businesses serving wholesale, retail and manufacturing markets, including automotive and transport, apparel, construction, financial services, government, insurance and health, combining strong financial discipline with operational and strategic leadership. Ian has been appointed as a member of the Human Resources Committee.

### RECOMMENDATION

The directors (other than Ian Whiting) recommend that Shareholders vote in favour of Resolution 4.

## RESOLUTION 5 – APPROVAL OF ISSUES OF SECURITIES UNDER THE BRAVURA SOLUTIONS LIMITED EMPLOYEE INCENTIVE PLAN

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

This resolution seeks Shareholder approval of the BSLEIP for the purposes of ASX Listing Rule 7.2 (exception 13). The BSLEIP was previously approved by Shareholders at the Company's 2023 AGM held on 2 November 2023.

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

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

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

**Information required by ASX Listing Rule 14.1A**

If Resolution 5 is passed, Bravura Solutions can issue securities under the BSLEIP without such issues counting towards the 15% threshold set out in ASX Listing Rule 7.1 (15% Rule). If Resolution 5 is not passed, issues of equity securities under the BSLEIP may be made, but must fall within and be permitted by the 15% Rule at the time of issue (unless another exception under ASX Listing Rule 7.2 applies).

**Information required by ASX Listing Rule 7.2**

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

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# EXPLANATORY STATEMENT (CONTINUED)

The number of securities issued under the scheme since the date of the last approval under this rule is 10,726,507 (FY24: 8,700,000 Options, FY25: 426,507 Performance Rights, FY26: 1,600,000 Options).

The maximum number of equity securities proposed to be issued under the scheme in the three years following approval is 6,000,000 (equivalent to 1.34% of the Company's current issued capital).

A voting exclusion statement in respect of Resolution 5 is set out above.

## RECOMMENDATION

The directors unanimously 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.

## COMMON TERMS AND BACKGROUND APPLICABLE TO RESOLUTIONS 6A AND 6B

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the acquisition of securities by a director (and other persons identified in ASX Listing Rule 10.14) under an employee incentive scheme. The Company is seeking Shareholder approval for the proposed allocation of fully paid ordinary shares in the capital of the Company (Shares) to Colin Greenhill (CEO), in connection with options (Options) issued to him under the BSLEIP, as described in Resolutions 6A and 6B.

Equity, in the form of Options and Shares, is a key component of effective remuneration that align executive interests with those of Shareholders by linking reward to sustainable value creation for Shareholders. In addition to facilitating executives becoming owners, equity can assist in the attraction and retention of a stable team of senior executives while providing an incentive for senior executives to achieve high financial and market performance. The allocation of the Shares under these resolutions will be in addition to the maximum amount sought for approval under Resolution 5.

Accordingly, the proposed allocation of Shares to the CEO arises from two sources, which are addressed separately in Resolutions 6A and 6B:

(a) The potential future exercise of 1.6 million Options issued to the CEO on 15 April 2026 under the terms of Mr Greenhill's engagement as CEO of the Company and under the terms of the BSLEIP, prior to Mr Greenhill's appointment as a director on 11 May 2026. Accordingly, Shareholder approval was neither required nor sought for the issue of these Options to the CEO. However, as a director, any allocation of Shares upon the future exercise of the CEO's Options requires the approval of Shareholders under ASX Listing Rule 10.14. Approval for this purpose is sought under Resolution 6A.

(b) The CEO's entitlement to Dividend Equivalent Rights (DER) in respect of ordinary and special dividends. The CEO's DER in respect of unvested Options may be satisfied by the transfer of Shares to the CEO from the trustee of the Employee Share Trust, by the issue of new Shares, or in cash, or by a combination of these methods. Approval for this purpose is sought under Resolution 6B.

Any Shares in respect of the entitlements described in (a) and (b) above may be allocated, at the Board's discretion, by (i) the allocation of Shares pursuant to a purchase on-market or an off-market transfer; (ii) the issue of new Shares; or (iii) a combination of (i) and (ii). In the case of (b), DER may also be satisfied by a cash payment, alone or in combination.

Any allocation of Shares to the CEO in satisfaction of the entitlements described in (a) and (b) above (whether newly issued or pursuant to a purchase on-market or an off-market transfer) requires the approval of Shareholders under Listing Rule 10.14.

## RESOLUTION 6A – APPROVAL FOR THE ALLOCATION OF SHARES ON EXERCISE OF OPTIONS

Resolution 6A seeks approval for the allocation of Shares to Mr Greenhill upon exercise of the Options described in the common terms and background above and the terms summarised below. The approval is sought for all purposes, including ASX Listing Rule 10.14.

The terms of the Options are summarised below:

| SECURITY | DETAILS |
|---|---|
| Sign-on Employee Options | **Issue date:** 15 April 2026<br>**Description:** A one-off grant of 1.6 million options (Options) on the terms set out below.<br>**Vesting period:** The Options will vest in 4 equal tranches of 25% on the second, third, fourth and fifth anniversary of the CEO's start date, 1 January 2026.<br>**Exercise Price:** $2.15.<br>**Vesting conditions:** In the event of cessation of employment due to voluntary resignation or dismissal for cause, all entitlements in relation to the measurement period are forfeited.<br>In the case of cessation of employment for other reasons, a pro-rata portion of unvested Options relative to the vesting period will be retained for vesting at the end of the vesting period, unless otherwise determined by the Board.<br>**Exercise period:** Three months from the vesting date.<br>**Change of control:** The treatment of options in the case of a takeover or change of control is subject to Board discretion. |

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# EXPLANATORY STATEMENT (CONTINUED)

| SECURITY | DETAILS |
|---|---|
| | **Satisfaction upon exercise:** Any allocation of securities will be satisfied by the Company by the payment of a cash amount or by the allocation of Shares (including newly issued Shares, or Shares transferred from a Trust), or a combination of both, as the Board determines.<br><br>**Dividend Equivalent Rights:** The Board may, in its discretion, grant and satisfy dividend equivalent rights (DER) in respect of unvested Options.<br><br>**Satisfaction of Dividend Equivalent Rights:** The amount of DER will be approximately equal to an amount of dividends that would have been payable had the participant been the registered holder of shares.<br><br>(a) Any entitlement to DER will be satisfied by the payment of a cash amount or by the allocation of Shares (including the issue of new Shares or Shares transferred from a Trust), or a combination of both, as the Board determines, as soon as reasonably practicable following the payment of each relevant dividend.<br><br>(b) To the extent a Dividend Equivalent Right is satisfied (in whole or in part) by the allocation of Shares, the number of Shares to be allocated will be calculated by reference to the "market value" (as defined by local tax rules) of the Shares; where market value is currently determined by the closing Share price on ASX on the trading day immediately prior to the date of allocation.<br><br>(c) To the extent a Dividend Equivalent Right is satisfied by the allocation of Shares, the number of Shares delivered is to be determined net of the equivalent number of shares representing any amount of tax a Group Company is required to withhold or account for in respect of the satisfaction of the DER in that manner.<br><br>(d) The Shares allocated in satisfaction of a DER will not be subject to any holding lock, restriction period or risk of forfeiture (save for standard clawback provisions) and will rank equally in all respects with the Company's other fully paid ordinary shares. |

**Information required by ASX Listing Rule 10.15**

1. Name of person to be granted the Shares: Colin Greenhill.
2. Category in ASX Listing Rule 10.14: 10.14.1, Mr Greenhill is an Executive Director of the Company.
3. Number of Shares to be granted:
   - In respect of the exercise of Options: Up to 1.6 million Shares.
   - In respect of entitlement to DER: To be calculated in accordance with the terms of the Options described above, which will vary in accordance with the quantum of the dividends declared from time to time and the applicable share price at the time of the Share allocation.
4. The current total remuneration package for Mr Greenhill comprises Fixed Remuneration (base salary and superannuation) of £393,829, an incentive determined by multiplying base salary with a combination of corporate performance factors and a role-based personal factor (described in section 5.4 of the FY26 Annual Report) and 1,600,000 Options granted pursuant to the terms above. The weighted average fair value of share options granted during the year was $0.94, resulting in the assessed fair value of $1,504,000 for these Options.
5. Securities previously granted to Mr Greenhill under the BSLEIP: 1,600,000 Options issued on 15 April 2026. Nil acquisition price.
6. Material terms of the Shares and other information required in accordance with ASX Listing Rule 10.15.6:
   - Refer above.
   - 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 which aligns executive interests with those of Shareholders. As well as facilitating executives becoming owners, the Options provide an incentive for senior executives to achieve high financial and market performance and can assist in the attraction and retention of a stable team of senior executives. It should therefore be considered appropriate to provide some equity-based remuneration to executive directors of the Company instead of cash only.
   - The securities the subject of the approval sought under Resolutions 6A and 6B are fully paid ordinary shares ranking equally in all respects with the Company's other fully paid ordinary shares, that may be issued or transferred to Mr Greenhill:

   (a) upon exercise of his Options in accordance with the terms of the Options; and

   (b) in satisfaction of DER in respect of the Options.

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# EXPLANATORY STATEMENT (CONTINUED)

- The Shares will be issued or transferred to Mr Greenhill following the annual general meeting of the Company, in the circumstances described in (a), (b) and (c), above, and in any event, no later than 3 years after the meeting, assuming the relevant resolution is passed. Should Mr Greenhill become entitled to receive Shares in the circumstances described in (a), (b) or (c) above later than 3 years after the meeting, further Shareholder approval will be sought.

7. Issue price of Shares:
   - In respect of the exercise of Options: $2.15.
   - In respect of entitlement to DER: Nil.
8. Summary of the material terms of the scheme: Refer to the summary of the terms and conditions of the BSLEIP in Schedule 1.
9. Loan: No loan will be provided in relation to the acquisition of the Shares.
10. Details of any securities issued under the BSLEIP will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the BSLEIP after the relevant resolution is approved and who are not named in this Notice of Annual General Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
11. A voting exclusion statement for Resolutions 6A and 6B is set out in the Notice of Annual General Meeting.

**Information required by ASX Listing Rule 14.1A**

If any of Resolutions 6A and, 6B is passed, Bravura Solutions will issue or transfer securities to Mr Greenhill under the BSLEIP, as applicable, without such issues counting towards the 15% Rule, pursuant to ASX Listing Rule 7.2 (exception 14). If any of Resolutions 6A and 6B is not passed, the Board will consider alternative arrangements to maintain appropriate remuneration and incentives for Mr Greenhill, which may include payment of cash in satisfaction of the exercise of his Options and his entitlements to DER.

## RECOMMENDATION – RESOLUTION 6A

The directors (other than Colin Greenhill) recommend that Shareholders vote in favour of Resolution 6A.

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

## RESOLUTION 6B – APPROVAL FOR THE ALLOCATION OF SHARES IN SATISFACTION OF DIVIDEND EQUIVALENT RIGHTS

Resolution 6B seeks approval for the allocation of Shares to Mr Greenhill in satisfaction of Dividend Equivalent Rights determined by the Board under the BSLEIP. The amount of any Dividend Equivalent Rights and the method of satisfaction, including by cash, newly issued Shares or Shares transferred from a Trust, are described in the common terms and background above and the terms of the Options. The approval is sought for all purposes, including ASX Listing Rule 10.14.

## RECOMMENDATION – RESOLUTION 6B

The directors (other than Colin Greenhill) recommend that Shareholders vote in favour of Resolution 6B.

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

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# EXPLANATORY STATEMENT (CONTINUED)

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

| ASPECT | DETAILS |
|---|---|
| **Instrument: Awards** | The BSLEIP is a plan that involves grants of "Awards" which may, at the Board's discretion, be:<br>• Performance Rights<br>• Options,<br>• Restricted Shares, or<br>• Incentive Rights<br>that may, in some circumstances, be settled in the form of cash upon exercise, but which will generally be settled in the form of a fully paid ordinary share in the capital of the Company (Share), which may be a Share subject to disposal restrictions.<br>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 the number of Shares that 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.<br>Dividend Equivalent Rights will be satisfied as follows:<br>(a) The Company must satisfy a Dividend Equivalent Right on the payment date specified in the Invitation for that Dividend Equivalent Right.<br>(b) The Board may determine that a Dividend Equivalent Right is satisfied by any of the following, as specified in the Invitation or as the Board otherwise determines: (i) the payment of a cash amount; (ii) the allocation of Shares, including the issue of new Shares or the transfer of Shares from a Trust, of approximately equal value; or (iii) a combination of both.<br>(c) To the extent a Dividend Equivalent Right is satisfied (in whole or in part) by the allocation of Shares, the number of Shares to be allocated will be calculated by reference to the Dividend Equivalent Right by the "market value" (as defined by local tax rules) of the Shares; where market value is currently determined by the closing Share price on ASX on the trading day immediately prior to the date of allocation.<br>(d) To the extent a Dividend Equivalent Right is satisfied by the allocation of Shares, the number of Shares delivered is to be determined net of the equivalent number of shares representing any amount of tax a Group Company is required to withhold or account for in respect of the satisfaction of the Dividend Equivalent Right in that manner.<br>Grants to executives will generally be in the form of Performance Rights or Options which are subject to Vesting Conditions, which may be related to indicators of value creation and/or service for example. |
| **Terms & Conditions, Including Variations** | The Board has the discretion to set the terms and conditions on which it will offer Awards under the BSLEIP, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. The terms and conditions of the BSLEIP include those aspects legally required as well as a method for calculating the appropriate number to vest in the circumstances of a change of control, a major return of capital to shareholders and the treatment of Awards in the circumstances of various forms of termination of employment. In the case of Performance Rights or Options, the Vesting Conditions are intended to be challenging and linked to growth in shareholder value. |
| **Number of Awards** | 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.<br>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. |
| **Vesting, Exercise, Exercise Price and Settlement** | Performance Rights and Options are only vested when the Company notifies a Participant that vesting has occurred, and subject to the satisfaction of Vesting Conditions. Rights and Options may be exercised only once vested. |

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# EXPLANATORY STATEMENT (CONTINUED)

| ASPECT | DETAILS |
|---|---|
| | 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.<br><br>Vesting Conditions will generally relate to indicators of value creation and/or service. |
| **Vesting Period** | The Vesting Period is the period over which Vesting Conditions are assessed and may be determined by the Board as part of each Invitation. In practice it will generally be three years for Performance Rights or Options (starting from the beginning of the first financial year in the Vesting Period). |
| **Cost of Awards** | Participants may have to pay an amount specified in the invitation letter in order to acquire an Incentive Right, Performance Right or Option under the plan. The Board may in its discretion make Invitations that involve contributions, in which case the Participant must make such contributions in order to receive an allocation of Shares or Restricted Shares. |
| **Disposal Restrictions** | 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.<br><br>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.<br><br>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.<br><br>Securities may only be dealt with in accordance with the Company's Securities Trading Policy. |
| **Cessation of Employment** | 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.<br><br>In practice, Invitations reflect the Board's determination that Performance Rights or Options granted in the financial year of the cessation of employment and remaining unvested at the date of cessation of employment will be forfeited in the proportion that the remainder of the financial year following the cessation of employment bears to the full financial year, unless otherwise determined by the Board. In practice, the Board has also determined that Unvested Performance Rights or Options held at the date of termination and that have not been forfeited under the previous paragraph be treated as follows in the event of a Participant ceasing to be an employee of the Company:<br><br>• If the circumstances of the cessation of employment is classified as a Bad Leaver as defined below then all unvested Performance Rights or Options held by the Participant at the date of cessation of employment have been forfeited unless otherwise determined by the Board, or<br><br>• If the circumstances of the cessation of employment is classified as a Good Leaver as defined below then a pro-rata portion of unvested Performance Rights or Options relative to the vesting period held by the Participant at the date of cessation of employment have been retained by the Participant for vesting at the end of the Vesting Period unless otherwise determined by the Board.<br><br>• In relation to the Invitation, Bad Leaver means the cessation of employment is due to voluntary resignation, dismissal for cause such as performance related issues, financial misstatement, gross misconduct, any actions which cause or pose material financial, reputational or other risk to the company, or other situations so classified by the Board in its discretion.<br><br>• In relation to the Invitation, Good Leaver means a situation not classified as a Bad Leaver and generally includes cessation of employment for reasons such as death, disability or employer-initiated termination without cause. |
| **Change of Control of the Company** | 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. |

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# EXPLANATORY STATEMENT (CONTINUED)

| ASPECT | DETAILS |
|---|---|
| **Voting and Dividends** | Awards other than Restricted Shares do not carry an entitlement to voting or to dividends, subject to the Board's discretion to grant Dividend Equivalent Rights in respect of Awards. |
| **Lapse and Forfeiture of Awards** | 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.<br>If not exercised earlier, Options will lapse one (1) year after Vesting unless another date is specified in the Invitation, or if the prescribed Vesting Conditions are not satisfied within the prescribed Vesting Period.<br>Awards are subject to standard clawback provisions. |
| **Inappropriate Benefits, Fraud, Gross Misconduct etc.** | In the event that the Board forms the opinion that a Participant has committed an act of fraud, dishonesty or gross misconduct, or there has been a material misstatement or omission which will require the financial statements of a Group Company to be restated, then the Board has discretion to determine how Awards will be treated. |
| **Issue or Acquisition of Shares** | Shares allocated to a Participant when Awards vest under the BSLEIP may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan. |
| **Cost and Administration** | The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying vested Awards, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the BSLEIP. |
| **Loan Arrangements** | The Board may in its discretion determine that a Loan will be made by the Lender to a Participant to be used to satisfy all or part of the payment of the amount payable for the grant of Restricted Shares under a contribution arrangement. No interest or charges apply to the Loan, which is a limited recourse loan (to the sale value of Loan Shares). |
| **Other Terms of the BSLEIP** | The BSLEIP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the BSLEIP. |
| **Hedging** | The Company prohibits the hedging of Awards by Participants, under its trading policy. |

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# CORPORATE DIRECTORY

## CORPORATE INFORMATION

ABN 54 164 391 128

## CORPORATE AND REGISTERED OFFICE

Level 11, 345 George Street

Sydney NSW 2000

Phone: +61 2 9018 7800

## WEBSITE ADDRESS

www.bravurasolutions.com

## BOARD OF DIRECTORS

**Russell Baskerville**

Chairman and Independent Non-executive Director

**Shezad Okhai**

Non-executive Director

**Sarah Adam-Gedge**

Independent Non-executive Director

**Damien Leonard**

Non-executive Director

**Charles Crouchman**

Independent Non-executive Director

**Dexter Salna**

Independent Non-executive Director

**Ian Whiting**

Independent Non-executive Director

**Colin Greenhill**

CEO and Executive Director

## COMPANY SECRETARIES

**Kate Erman and Stuart Roberts**

## 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/**

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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

X99999999999

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# PROXY FORM

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

## STEP 1 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 (AEDT) on Thursday, 26 November 2026 (being 11:00pm (GMT) on Wednesday, 25 November 2026)** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be held as a fully virtual meeting. Shareholders and proxyholders may attend, participate, ask questions and vote online via the virtual meeting platform at **https://meetings.openbriefing.com/BVS26**.

To access the **Notice of General Meeting**, please visit the Company's website at investors.bravurasolutions.com/Investor-Centre.

**Important for Resolutions 1, 5, 6a, & 6b:** 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, 5, 6a, & 6b, 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 all available proxies in favour of all Resolutions.**

## STEP 2 VOTING DIRECTIONS

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

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

| Resolutions | For | Against | Abstain* |
|---|---|---|---|
| 1 Adoption Of The Remuneration Report | ☐ | ☐ | ☐ |
| 2 Re-Election Of Shezad Okhai As A Director | ☐ | ☐ | ☐ |
| 3 Re-Election Of Damien Leonard As A Director | ☐ | ☐ | ☐ |
| 4 Election Of Ian Whiting As A Director | ☐ | ☐ | ☐ |
| 5 Approval Of Issues Of Securities Under The Bravura Solutions Limited Employee Incentive Plan | ☐ | ☐ | ☐ |
| 6a Approval For The Allocation Of Shares On Exercise Of Options To A Director – Mr Colin Greenhill (CEO) | ☐ | ☐ | ☐ |
| 6b Approval For The Allocation Of Shares In Satisfaction Of Dividend Equivalent Rights To A Director – Mr Colin Greenhill (CEO) | ☐ | ☐ | ☐ |

* 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.

## STEP 3 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).

SAMPLE

# 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 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 they choose. 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 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 (AEDT) on Tuesday, 24 November 2026 (being 11:00pm (GMT) on Monday 23 November 2026)**, 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**

**QR Code**

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.

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)

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SAMPLE

MUFG

**MUFG Corporate Markets**
A division of MUFG Pension & Market Services

# Online Meeting Guide



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## Before you begin

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

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

**To attend and vote you must have your shareholder number and postcode.**

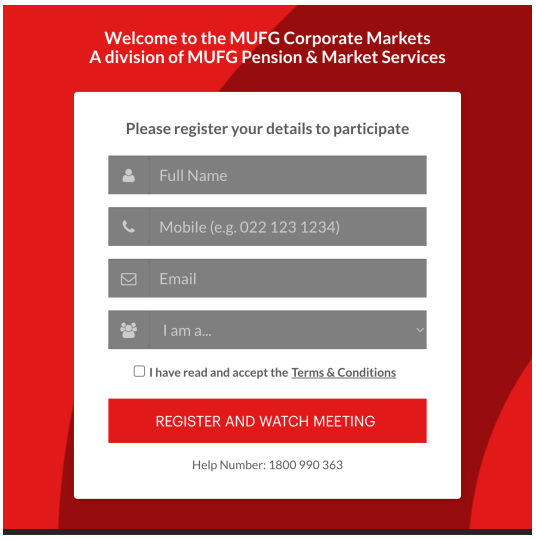
Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

**Please make sure you have this information before proceeding.**

Corporate Markets

# Online Meeting Guide

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## Step 1

Open your web browser and go to https://meetings.openbriefing.com/BVS26

## Step 2

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

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

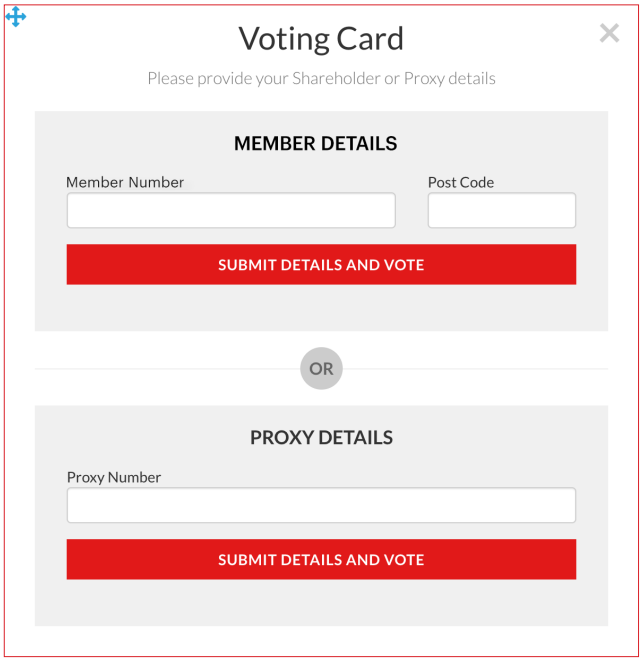
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during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

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

## 1. Get a Voting Card

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

This will bring up a box which looks like this.



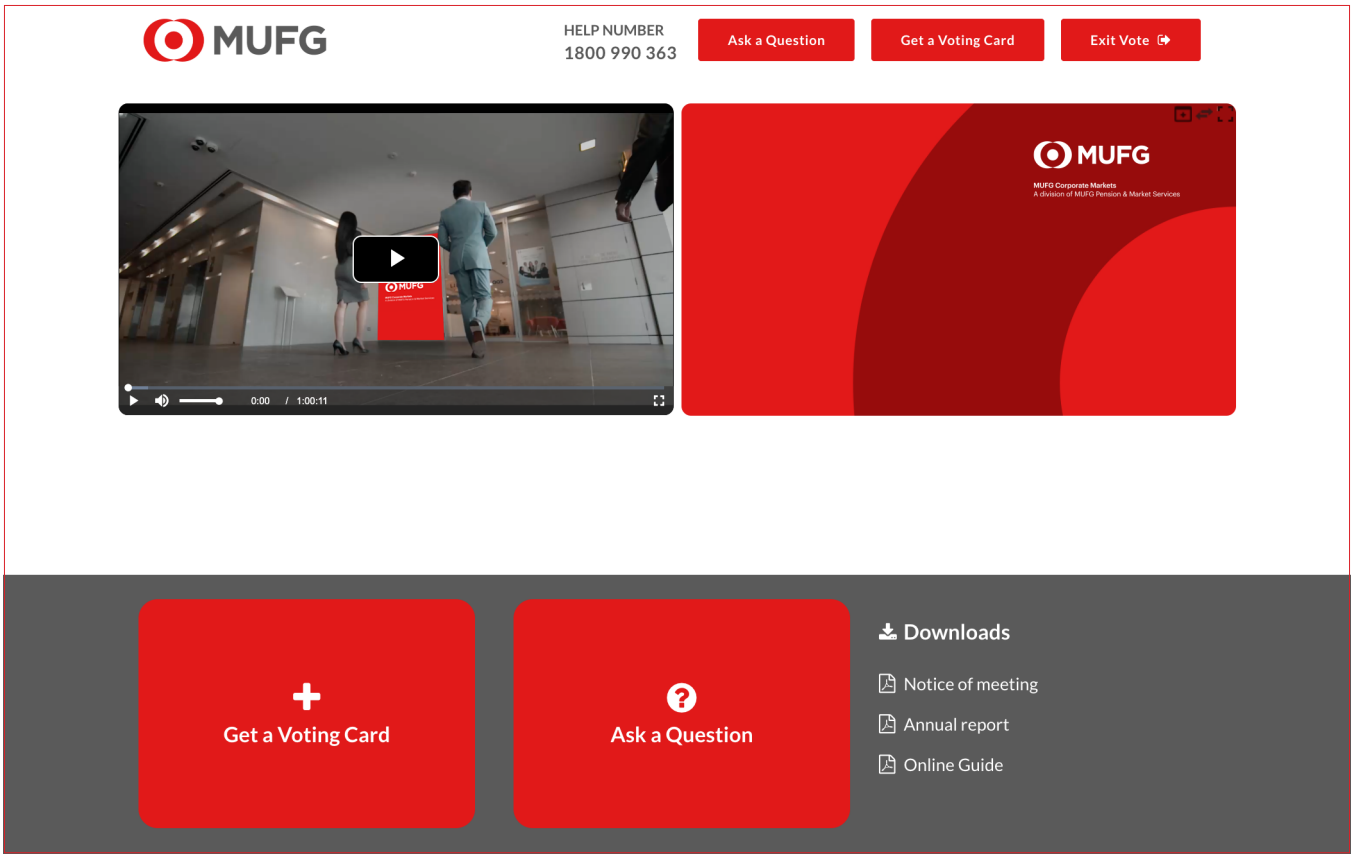

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

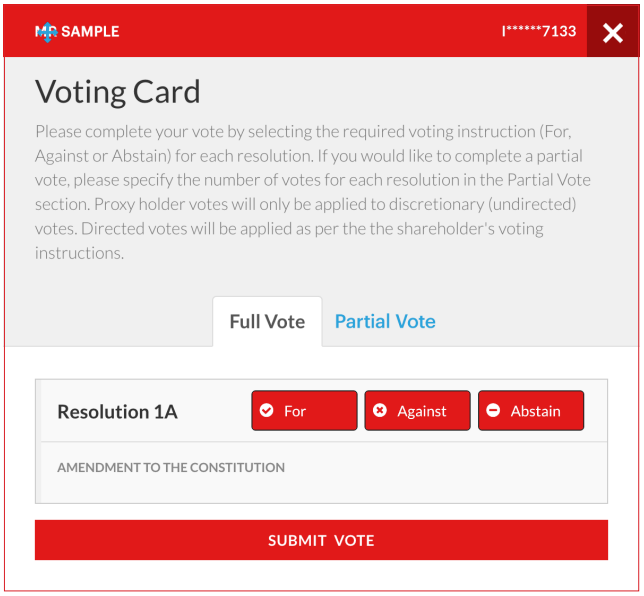
If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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

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

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## Full Votes

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

## Partial Votes

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

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

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

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

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

# Online Meeting Guide *continued*

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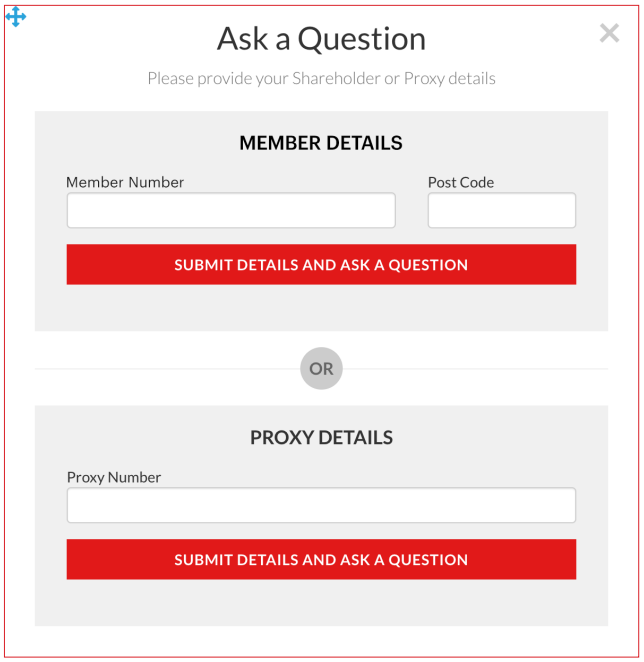
## 2. How to ask a question

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

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

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The **'Ask a Question'** box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



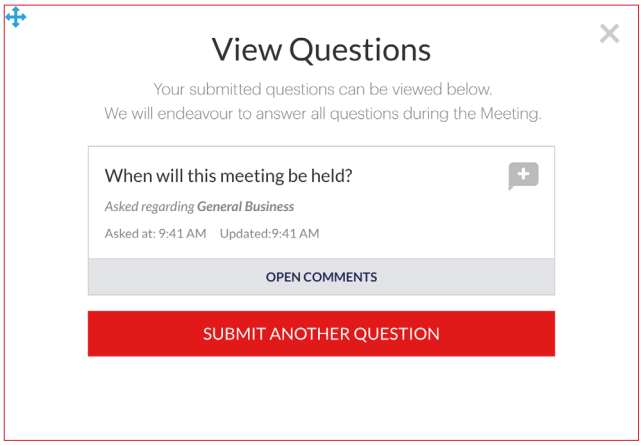

In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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

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

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

Note, the company will do their best to address all questions.




## 3. Downloads

View relevant documentation in the Downloads section.

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## 4. Voting closing

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

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

Once voting has been closed all submitted voting cards cannot be changed.

## Contact us

**Australia**
T +61 1800 990 363