

NOTICE OF 2011 ANNUAL GENERAL MEETING OF SHAREHOLDERS

ACN 111 148 826

Shareholders who have elected not to receive a printed copy of the Company's 2011 Annual Report may obtain a copy from the Company's website www.bravurasolutions.com under the Investor Centre.

NOTICE IS GIVEN that the Annual General Meeting of Bravura Solutions Limited (**Bravura Solutions**) will be held at the Swissotel (Maple Room) at 68 Market Street Sydney NSW 2000 on Wednesday 26 October 2011 at 11.00am.

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 2011.

Neither the Corporations Act 2001 nor the Company's 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 2011 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 MR NEIL BROEKHUIZEN AS A DIRECTOR

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

"That Mr Neil Broekhuizen, being a Director of the Company, retires by rotation in accordance with the Constitution and being eligible, offers himself for re-election, 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."

RESOLUTION 3 – ELECTION OF MS REBECCA NORTON AS A DIRECTOR

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

"That Ms Rebecca Norton, who was appointed a Director to fill a casual vacancy during the year, retires in accordance with the Constitution and being eligible, offers herself for election, be elected as a Director of the Company, details of which are set out in the explanatory statement to Resolution 3 in the Notice of Meeting."

OTHER BUSINESS

RESOLUTION 4 – INCREASE IN MAXIMUM AGGREGATE FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

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

"That Shareholders approve an increase in the maximum amount of fees that may be paid by the Company to \$800,000 per annum in aggregate for all Non-executive Directors, details of which are set out in the explanatory statement to Resolution 4 in the Notice of Meeting."

RESOLUTION 5 – APPROVAL OF CEO/ DIRECTOR TERMINATION PAYMENT

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

"That for the purposes of Chapter 2D Division 2 of the Corporations Act and all other purposes, the Shareholders approve the payment by the Company to Mr Simon Woodfull of the bonus as described in the explanatory statement to Resolution 5 in the Notice of Meeting."

VOTING EXCLUSIONS

In accordance with Australian Securities Exchange Listing Rule 14.11 and the Corporations Act 2001, the Company makes the following statement:

The Company will disregard any votes cast on:

RESOLUTION 1:

By:

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

However, a person described in sub-paragraph (a) or (b) above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

RESOLUTION 4:

By:

- a)
 - 1) Any director of the Company; and
 - 2) Any of their associates (within the meaning of the Corporations Act 2001).

However, the Company need not disregard a vote on the resolution if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

b)

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

However, a person described in sub-paragraph (b)(1) or (b)(2) above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of a person described in sub-paragraph (b)(1) or (b)(2) above.

RESOLUTION 5:

By:

- a) Mr Simon Woodfull; and
- b) Any of his associates (within the meaning of the Corporations Act 2001).

However, the Company need not disregard a vote on the resolution if:

- It is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- It is not cast on behalf of a person described in sub-paragraph (a) or (b) above.

By Order of the Board



Rebecca Norton
Company Secretary

EXPLANATORY NOTES FOR THE ANNUAL NOTICE OF MEETING

ELIGIBILITY TO VOTE

Bravura Solutions has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that Bravura Solutions' Shares quoted on the ASX at 7.00pm (Sydney time) on Monday, 24 October 2011 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 Bravura Solutions Shareholder, by a personal representative.

PROXIES

If you are unable to attend and vote at the Annual General Meeting and wish to appoint a person (including a body corporate) to attend as your proxy, please complete the enclosed Proxy Form.

The Proxy Form must be received by Bravura Solutions at its registered office or by Bravura Solutions' share registrar, Computershare Investor Services Pty Limited, by 11.00am (Sydney time) on Monday, 24 October 2011.

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 Bravura Solutions.

The completed Proxy Form may be:

- Handed into or mailed to Bravura Solutions, Level 2, 345 George Street, Sydney NSW 2000;
- Handed into Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000;
- Mailed to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 3001;
- Faxed to Computershare Investor Services Pty Limited on +613 9473 2555; or
- Faxed to Bravura Solutions on +61 2 9018 7811.

For Custodians who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

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.

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 Bravura Solutions or be enclosed with the Proxy Form.

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

If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a proposed Resolution, then, if that Shareholder is entitled to vote on that Resolution, the Chairman intends to vote in favour of that proposed Resolution with the exception of Resolution 1, a Shareholder must specify how the Chairman is to vote otherwise undirected votes on Resolution 1 will not be counted.

Poll

On a poll each Shareholder present in person or by proxy, attorney or representative has one vote for each share held. A proxy may demand or join in demanding a poll.

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 Bravura Solutions on Wednesday, 26 October 2011 at 11.00am. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the accompanying Notice of Meeting.

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

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

This Explanatory Statement is dated 20 September 2011.

FINANCIAL STATEMENTS AND REPORTS

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 on the Reports at the Annual General Meeting.

In addition, if Bravura Solutions' auditor or their representative is 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 Bravura Solutions 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 Bravura Solutions no later than Monday, 24 October 2011. 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.

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 2011.

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 34 to 42. This is available online at www.bravurasolutions.com under the Investor Centre.

On 21 June 2011 the Corporation Amendment (Improving Accountability on Director and Executive Remuneration) Bill 2011 (Bill) passed the Senate. Under the Bill, the Corporation Act has now been amended so that, if a company's remuneration report receives a 'no' vote of 25 per cent or more at two consecutive Annual General Meetings, a resolution must then be put to shareholders at the second Annual General Meeting as to whether another meeting should be held (within 90 days) at which all directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for

EXPLANATORY STATEMENT (continued)

re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a General Meeting to re-elect the board if the Remuneration Report receives "2 strikes".

Recommendation

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

RESOLUTION 2 – RE-ELECTION OF MR NEIL BROEKHUIZEN AS A DIRECTOR

Pursuant to the Clause 59.1 of the Constitution and ASX Listing Rules, Mr Broekhuizen will retire by rotation and seeks re-election.

Neil Broekhuizen has over 20 years' experience in the finance industry including the last 15 years in private equity with Investcorp and Bridgepoint in Europe and with Gresham Private Equity and Ironbridge in Australia.

Since co-founding Ironbridge in 2003, Neil has helped grow the business into a leading Australasian Private Equity Manager with funds under management of A\$1.5 billion.

Recommendation

THE DIRECTORS (OTHER THAN MR BROEKHUIZEN) RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 2.

RESOLUTION 3 – ELECTION OF MS REBECCA NORTON AS A DIRECTOR

Pursuant to Clause 58.2 of the Constitution Ms Norton will retire and seeks election.

Ms Norton was appointed to the Board as a Director on 9 May 2011.

Rebecca Norton has over 18 years' experience in the information technology industry throughout Australia, New Zealand, Asia and Europe, with expertise in the financial, operational and change management arenas.

Prior to joining Bravura Solutions, Rebecca had a dual role as Chief Financial Officer and Chief Operations Officer of the Business Objects Asia Pacific division of SAP. Before this, she held numerous other senior positions within Oracle Corporation in Europe and

Asia, and other organisations during the course of her career.

Recommendation

THE DIRECTORS (OTHER THAN MS NORTON) RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 3.

RESOLUTION 4 – INCREASE IN MAXIMUM AGGREGATE FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

The Board currently comprises three Non-executive Directors. With the geographical diversity and complexity of the Company, the potential exists for the Board to appoint additional independent Non-executive Directors. The aggregate amount of fees has not increased since the Company first listed and consequently shareholders approval to increase from \$600,000 to \$800,000 is sought. Directors will determine the disposition of the aggregate.

The proposed new aggregate limit exceeds the current total and increased payments for Non-executive Directors, thereby, leaving the Company with sufficient capacity to accommodate any increase in the number of Non-executive Directors. The proposed increase ensures the Company is competitive in attracting and retaining Directors with the necessary skills, qualifications and experience.

RESOLUTION 5 – APPROVAL OF CEO/ DIRECTOR TERMINATION PAYMENT

Under section 200B of the Corporations Act, a corporation can only give a person who holds a "managerial or executive office" (as defined in the Corporations Act) a "benefit" (as defined in the Corporations Act) in connection with their retirement from that office or position of employment in the corporation or a "related body corporate" (again as defined in the Corporations Act) if it is approved by Shareholders or one of the limited exemptions apply. In 2009, the Corporations Act was amended in particular to:

- Reduce the maximum termination amount without Shareholder approval to the average annual base salary over the last three years;

- Increase the time period to which the Corporations Act applied to the last three years before retirement; and
- Define "benefit" to include early vesting.

The Corporations Act defines retirement broadly to include loss of office, resignation and death.

Bravura Solutions is seeking Shareholder approval, for the purposes of sections 200B and 200E of the Corporations Act, to certain "termination benefits" that Bravura Solutions provides to Mr Simon Woodfull who was CEO and a Director of the Company.

Mr Woodfull is currently entitled under the terms of his employment to termination benefits upon his resignation not greater than his annual base salary (averaged over the last three years of his employment).

The Board resolved, subject to Shareholder approval, to make a further payment to Mr Woodfull of an additional three months base salary equivalent to \$146,000, in relation to a short-term discretionary bonus.

Recommendation

THE DIRECTORS RECOMMEND THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 5.