bravura solutions

NOTICE OF 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS

ACN 111 148 826

Shareholders who have elected not to receive a printed copy of the Company's 2012 Annual Report may obtain a copy from the Company's website www.bravurasolutions.com in the Investor Centre.

NOTICE IS GIVEN that the Annual General Meeting of Bravura Solutions Limited (**the Company**) will be held at the Swissotel (Blaxland A Room) at 68 Market Street Sydney NSW 2000 on Tuesday, 23 October 2012 at 10.30 am.

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 2012.

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 2012 be adopted, details of which are set out in the Explanatory Statement to Resolution 1 in the Notice of Meeting."

Re-election of Director

Resolution 2 – Re-election of Mr Brian Mitchell as a Director

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

"That Mr Brian Mitchell, 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."

OTHER BUSINESS

To transact any other business which may legally be brought before the meeting.

VOTING EXCLUSIONS

In accordance with Australian Securities Exchange Listing Rule 10.13.6 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 subparagraphs (a) or (b) above may cast a vote on the resolution if:

> The person does so as a proxy appointed by 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 subparagraphs (a) or (b) above.

By Order of the Board

Rebecca Norton* **Nigel Liddell***

* Joint Company Secretaries

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 7.00 pm (Sydney time) on Monday, 22 October 2012 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 the Bravura Solutions' share registrar, Computershare Investor Services Pty Limited, by 10.30 am (Sydney time) on Monday 22 October 2012.

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 (02) 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.

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 Tuesday, 23 October 2012. 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 17 September 2012.

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 22 October 2012. 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 2012.

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 43. This is available online at www.bravurasolutions.com in the Investor Centre.

Please note that the Corporations 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 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 "two strikes".

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

Resolution 2 – Re-election of Mr Brian Mitchell as a Director

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

Brian Mitchell has over 30 years' experience in the IT industry, with broad experience in the hardware, software and services sectors. His experience has been gained from working in the United Kingdom, Australia, Asia Pacific and the USA.

He has held various senior management roles with organisations such as Oracle, IBM Corporation, BIS Banking Systems and Digital Equipment Corporation. He has participated as a Board member for a number of companies, as well as acting as Chairman.

He is a Fellow of the Australian Institute of Company Directors, a Fellow of the Australian Marketing Institute, and an Associate Fellow of the Australian Institute of Management.

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

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ASIA PACIFIC

Australia
Sydney 61 2 9018 7800
Melbourne 61 3 9935 2300
Adelaide 61 8 8236 1600

New Zealand
Auckland 64 9 489 6174
Wellington 64 4 472 6125

Hong Kong
Hong Kong 852 3753 8853

Thailand
Bangkok 66 2 625 3033

India
Gurgaon 91 124 4907000

EUROPE, MIDDLE EAST AND AFRICA

United Kingdom
London 44 207 997 3000
Manchester 44 161 498 1800
Edinburgh 44 131 260 3300
Tonbridge 44 173 262 2700

Poland
Warsaw 48 22 256 0400

Luxembourg
Luxembourg 352 2610 6210

South Africa
Johannesburg 27 11 258 8861