



KEYINVEST
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2016 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of KeyInvest Ltd (**KeyInvest** or the **Company**) will be held at Lower Ground, 49 Gawler Place, Adelaide SA 5000, on Tuesday, 29 November 2016 at 11.30 am.

Additional information concerning the proposed resolutions is contained in the Explanatory Notes which accompany and form part of this Notice of Meeting.

The business to be considered at the meeting is as follows:

ORDINARY BUSINESS

1. ***Financial Statements and Reports*** - To consider the Company's Financial Statements and Financial Reports for the year ended 30 June 2016.
2. ***Re-Election of Directors***

In accordance with the Company's Constitution:

- (a) being eligible, Mr Daryl Stillwell, who retires by rotation offers himself for re-election for a three year term; and
- (b) being eligible, Mr Geoffrey Vogt, who retires by rotation offers himself for re-election for a three year term.

By Order of the Board

Dion Silvy
Company Secretary

NOTICE TO MEMBERS

The Company provides the following notice to Members in accordance with the requirements of APRA Prudential Standard LPS 700 - Friendly Society Benefit Funds.

On 22 April 2016 APRA approved the restructure of KeyInvest's Life Events Bond (LEB) Fund.

The LEB Fund was originally established as a single benefit fund with multiple investment options. The LEB Fund has been restructured so that each investment option available under the Life Events Bond product now operates as a stand-alone benefit fund. The restructure of the LEB Fund had the effect of creating 9 new stand-alone benefit funds that mirrored the investment options available under the previous LEB Fund structure plus the creation of 18 new benefit funds to hold newly introduced investment options now available under KeyInvest's Life Events Bond.

The 27 new benefit fund rules created as a result of the restructure came into force on 22 April 2016. Details of the 27 investment options now available under the Life Events Bond are set out in the Life Events Bond Product Disclosure Statement which is available via the KeyInvest website www.keyinvest.com.au or by request.

Notes:

1. Registration at the meeting will commence from 11.00 am. Please note that proof of identity may be required.
2. Voting Rights - under Rule 15.9 of the Company's Constitution a Member is entitled to vote at the meeting if, and only if, the Member has a current interest in a Benefit Fund. Please note with joint memberships only the first named Member on the Members' register is entitled to vote.
3. Proxies - a Member has the right to vote on the above resolutions by proxy. A Proxy Form is enclosed with this Notice of Meeting, together with instructions on how to vote using the Proxy Form. Please read these instructions carefully.
4. Item 1 - the Financial Statements and Financial Reports will be available from Level 5, 49 Gawler Place, Adelaide SA 5000 or you may obtain a copy by mail or from our website www.keyinvest.com.au.

EXPLANATORY NOTES**Item 1 - Financial Statements and Reports**

The Financial Statements, Directors' Report and Auditor's Report for the year ended 30 June 2016 will be laid before the meeting. There is no requirement for Members to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for Members to ask questions about the Financial Statements.

Item 2 - Re-Election of Directors

The Constitution states that at each AGM one-quarter of the elected Non Executive Directors, or if their number is not a whole number then the number nearest to but not less than one-quarter will retire from office and the Directors to retire by rotation are those Non Executive Directors who have been longest in office since their last election. In addition to this, the Constitution requires Non Executive Directors to retire (and stand for re-election) after each term of three years.

Given the Constitution requires at least one-quarter of the elected Non Executive Directors (ie at least two) the Board resolved that Mr Daryl Stillwell and Mr Geoffrey Vogt stand for re-election.

Due to the number of positions to be filled being equal to the number of nominations, the Constitution provides that the appointment of each candidate as a Director will be made by passing separate ordinary resolutions, by show of hands, at the AGM.

Daryl Stillwell Deputy Chairman, Director (Independent Non Executive)	BA, Dip App Psych, Reg Psych MAPS(MCOP), FAICD, CMC, MAHRI Appointed Director on 1 July 2005 and is a member of the Corporate Governance Committee, the Finance and Investment Committee and Remuneration and Nomination Committee. Mr Stillwell is Managing Director of a human resources consulting company and has over 40 years experience within that industry.
Geoff Vogt Director (Independent Non Executive)	BEc, FAICD, FGIA, FCIS, SF Fin, FCPA, ANZIF (Assoc), CTP, RFD Appointed Director on 27 May 2010 and is the Chairman of the Board Risk Committee and a member of the Board Audit Committee and the Finance and Investment Committee. Mr Vogt is CEO of the Industry Leaders Fund Inc and a director on a number of boards. Previously he worked as a CEO and in other senior executive roles primarily in the finance and insurance industries.

Prior to voting on their re-election, Messrs Stillwell and Vogt will make themselves available at the meeting to respond to any questions from Members on their skills and experience.

Board Recommendation

The non-candidate Directors unanimously support the re-election of Messrs Stillwell and Vogt.

GENERAL INFORMATION

If you have any questions in relation to the proposed resolutions, please contact the Company Secretary, on (08) 8213 1100.

The Chairman of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

Attendance List

For planning purposes, if you are going to attend the 2016 AGM please return the attached Attendance List Form to our Reply Paid address listed below.

Mailing List

If you wish to be removed from our Notice of Meeting mailing list or alternatively you wish to receive notification of meetings by email (this option will reduce our use of paper, which is one of our environmental goals) please complete and return the Annual Report and Notices of Meetings Election Form.

The Notice of Meeting informs you about:

- governance matters regarding the Company; and
- your right to appoint a proxy, who attends and votes on your behalf.

Attendance at the meetings in person, or by nominating a proxy to attend in your place allows you to:

- participate in the governance of the Company;
- vote on any motion for proposed changes of the Company's Constitution, major proposals and to vote in elections of Directors and Auditors;
- ask questions about and comment on the Company's management, financial standing and performance; and
- ask questions of the Auditor about the audit of the Company and about the preparation and content of the Auditor's Report.

Please be aware that you can change your choice at any time by notifying us in writing. Further, you will be able to obtain a copy of any Notice of Meeting from our office at Level 5, 49 Gawler Place, Adelaide SA 5000 or you may obtain a copy from our website www.keyinvest.com.au.

Please return your completed Form to our Reply Paid address (postage paid):

Company Secretary, KeyInvest, Reply Paid 3340, Rundle Mall SA 5000



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2016 Annual General Meeting Attendance List Form

Details:

Member Name: _____

Member Address: _____

_____ **Postcode** _____

Member Number: _____ (if known)

Attendance:

- Yes, I will be attending the 2016 AGM.
- No, I will be an apology.

Signature of Member

Date / /2016