



**KEYINVEST**  
49 Gawler Place Adelaide  
PO Box 3340 Rundle Mall  
South Australia 5000  
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## 2017 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 Wednesday, 29 November 2017 at 10.00 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 2017.
2. ***Re-Election of Directors***

In accordance with the Company's Constitution:

- (a) being eligible, Ms Donny Walford, who retires by rotation offers herself for re-election for a three year term; and
- (b) being eligible, Mr Marcus La Vincente, who retires by rotation offers himself for re-election for a three year term.

**By Order of the Board**

**Dion Silvy**  
Company Secretary

**Notes:**

1. Registration at the meeting will commence from 9.30 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](http://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 2017 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 Ms Donny Walford and Mr Marcus La Vincente 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.

<b>Donny Walford</b> Director (Independent Non Executive)	FAICD  Appointed Director on 1 July 2005. Ms Walford is the Chairman of the Finance and Investment Committee and a member of the Remuneration and Nomination Committee. During FY2016/17 Ms Walford also served on the Corporate Governance Committee. Ms Walford is CEO of a strategy consulting company and has extensive experience in financial management, human resources, strategic planning and project management.
<b>Marcus La Vincente</b> Director (Independent Non Executive)	LLB, MBA, FAICD, FANZCN, FNSSA, Notary Public  Appointed Director on 15 November 2011. Mr La Vincente is the Chairman of the Corporate Governance Committee and a member of the Board Audit Committee and the Board Risk Committee. Mr La Vincente was a Partner with the law firm Minter Ellison for 10 years ending in June 2013 and is now a Senior Legal Adviser to that law firm. Mr La Vincente has extensive commercial and corporate law experience as well as acting for a number of prominent not for profit organisations.

Prior to voting on their re-election, Ms Walford and Mr La Vincente 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 Ms Walford and Mr La Vincente.

**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 2017 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](http://www.keyinvest.com.au).

Please return your completed AGM Attendance List Form via any of the methods set out below:

***By Post (no postage stamp required):***

Attention: The Company Secretary  
KeyInvest Ltd  
Reply Paid 3340  
RUNDLE MALL SA 5000

***At our Registered Office:***

49 Gawler Place (5th Floor)  
ADELAIDE SA 5000

***By Email (PDF copy):***

info@keyinvest.com.au



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## 2017 Annual General Meeting Attendance List Form

**Details:**

**Member Name:** \_\_\_\_\_

**Member Address:** \_\_\_\_\_

\_\_\_\_\_ **Postcode** \_\_\_\_\_

**Member Number:** \_\_\_\_\_ (if known)

**Attendance:**

- Yes, I will be attending the 2017 AGM.
- No, I will be an apology.

\_\_\_\_\_  
**Signature of Member**

**Date**        /        /2017