



KEYINVEST
49 Gawler Place Adelaide
PO Box 3340 Rundle Mall
South Australia 5000
t 08 8213 1100
f 08 8231 4079
www.keyinvest.com.au
info@keyinvest.com.au

2018 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, 28 November 2018 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 2018.
2. ***Election of Directors***

In accordance with the Company's Constitution:

- (a) being eligible, Dr Roger Sexton AM, who retires by rotation offers himself for re-election for a three year term; and
- (b) being eligible, Ms Chantale Millard, offers herself for 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.

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

The Financial Statements, Directors' Report and Auditor's Report for the year ended 30 June 2018 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 - Election of Directors

Mr Timothy Sarah retires from the Board at the conclusion of the 2018 AGM. Following an extensive recruitment and evaluation process Ms Chantale Millard was appointed as Director of the Company by the Board on 27 September 2018 until the conclusion of the 2018 AGM. Ms Millard offers herself for election by the Members of the Company.

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.

Therefore in accordance with the Company's Constitution Dr Sexton and Mr Sarah each retire and Dr Sexton offers himself 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.

Dr Roger Sexton AM Chairman (Independent Non Executive)	BEc (Hons), MEc, PhD (Econ), FAICD, FAIM, SF Fin, CPMgr, CUniv Appointed Director on 1 October 2003. Dr Sexton is Chairman of the Remuneration and Nomination Committee. Dr Sexton is an Investment Banker with over 30 years' experience and is a specialist in corporate reconstruction, financial planning and funds management. He is a Director of a number of private and public company boards and organisations.
Ms Chantale Millard Director (Independent Non Executive)	BCom, Dip Management, FCPA, GAICD Appointed a Director on 27 September 2018. Ms Millard has over 20 years' experience in a variety of senior executive roles in the areas of financial asset management and manufacturing. Ms Millard is currently CEO of a South Australian based premium food manufacturing business. Ms Millard is a FCPA and has over 10 years' experience in director roles.

Prior to voting on their election, Dr Sexton and Ms Millard 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 Dr Sexton and election of Ms Millard.

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 2018 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 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



KEYINVEST
49 Gawler Place Adelaide
PO Box 3340 Rundle Mall
South Australia 5000
t 08 8213 1100
f 08 8231 4079
www.keyinvest.com.au
info@keyinvest.com.au

2018 Annual General Meeting Attendance List Form

Details:

Member Name: _____

Member Address: _____

_____ **Postcode** _____

Member Number: _____ (if known)

Attendance:

- Yes, I will be attending the 2018 AGM.
- No, I will be an apology.

Signature of Member

Date / /2018