



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

Proxy Form 2015 Annual General Meeting

Please read the instructions (which are attached) and the Notice of Annual General Meeting carefully before completing this Proxy Form.

Member Name: _____

Member Address: _____

Member Phone Number: _____ Member Number: _____

Member Email Address: _____

I being a member of KeyInvest Ltd (ACN 087 649 474) (the **Company**) hereby appoint:

the Chairman of the Meeting (mark with an X) OR

(fill in only one of the above options)

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the 2015 Annual General Meeting of the Company to be held at Lower Ground, 49 Gawler Place, Adelaide SA 5000, on Friday, 20 November 2015 commencing at 11.30 am and at any adjournment of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I have appointed the Chairman of the Meeting as my proxy (or the Chairman becomes my proxy by default), I expressly authorise the Chairman to exercise my proxy on Item 3 (except where I have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box below.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Item 3).

ITEMS OF BUSINESS

Item Number and Description

Item 2: Re-Election of Directors	For	Against	Abstain
2(a) To re-elect Dr Roger Sexton for a three year term.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) To re-elect Mr Timothy Sarah for a three year term	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Non Executive Directors' Fee Pool Increase	For	Against	Abstain
3. Increase the maximum aggregate remuneration payable to Non Executive Directors of the Company by \$41,585 to \$530,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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Item 4: Constitution Amendment

4. To amend rule 18.1 of the Company's Constitution with effect from the close of the meeting by inserting, immediately after the words 'Corporations Act', the following:

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

‘; or, in the case of an amendment to the Benefit Fund Rules, if the amendment is made in a manner permitted under the Life Insurance Act’.

** If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.*

Member / Primary Joint Member / Authorised Person

SIGNATURE OF MEMBER

Date / /2015

HOW TO COMPLETE THIS PROXY FORM

1. Please complete your Name, Member Number and Member Address to identify you as a Member of the Company, and a day time phone number and/or email address should we need to contact you.
2. As a Member entitled to vote at the Annual General Meeting, you are entitled to appoint a proxy to attend the meeting and vote on your behalf. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person in the section provided. If you leave this section blank the Chairman of the meeting will be your proxy and vote on your behalf. A proxy need not be a Member of the Company. A person other than the Chairman may not act as proxy for more than 10 Members.
3. You may direct your proxy on how to vote by placing a mark in one of the three boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item, your vote on that item will be invalid.
4. Your Proxy Form is not valid unless:
 - i. it contains your name and address;
 - ii. it contains your proxy's name (unless nominating the Chairman);
 - iii. it is signed by you; and
 - iv. it is delivered to the Company Secretary at the Registered Office, by the time specified for the lodgement of proxies as detailed below.
5. Your appointed proxy's rights are as follows:
 - i. to speak at the meeting;
 - ii. to vote at the meeting to the extent allowed by the appointment (including on a show of hands); and
 - iii. join in a demand for a poll.

Your proxy's rights will be suspended if you are present at the meeting.

LODGEMENT OF PROXY FORM

You may lodge your Proxy Form:

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

By Facsimile:

(08) 8211 8074

Your signed Proxy Form must be received by the Company Secretary by **11.30 am on Wednesday, 18 November 2015 (ie no later than 48 hours prior to the commencement of the meeting)**.

Any Proxy Form received after the time listed above may be deemed invalid.

Power of Attorney: If your Proxy Form is lodged by your Attorney, we must also receive a certified copy of the Power of Attorney.