

IF UNDELIVERABLE PLEASE RETURN TO:
GPO Box 2848
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MR SAM SAMPLE
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THE SAMPLE HILL
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SAMPLEVILLE VIC 3030

KEYCORP LIMITED

ABN 61 002 519 986

000001 000 KYC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am Wednesday 11 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding

Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Keycorp Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Keycorp Limited to be held at the Auditorium, Ground Floor, KPMG, 10 Shelley Street Sydney NSW on Friday, 13 November 2009 at 10.00am and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	To adopt the Remuneration Report for the year ended 30 June 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	To elect Mr Joe Bonin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2	To elect Mr Gary Hooper as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

KYC

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Computershare +

Notice of 2009 Annual General Meeting

Dear Shareholder

Keycorp's 2009 Annual General Meeting

It gives me pleasure to invite you to attend the 2009 annual general meeting (AGM) of Keycorp Limited on Friday, 13 November 2009 at 10.00am.

The AGM will be held at the Auditorium, Ground Floor, KPMG, 10 Shelley Street, Sydney NSW. The following pages detail the business to be dealt with at the AGM.

If you choose to attend the meeting, please bring the attached proxy form with you to facilitate registration into the AGM.

If you choose not to attend the AGM, you are encouraged to appoint a person to attend and vote on your behalf as your proxy by completing and returning the proxy form in the envelope provided. Instructions on how to appoint a proxy are detailed in the following pages.

Shareholders are invited to submit questions that they would like raised at the AGM using the form entitled "We welcome your questions" previously sent to you or alternatively available via the Internet at <http://www.keycorp.net/InvestorsOverview/ShareholderEvents/default.htm>. If you wish to submit questions please do so by 5pm, Wednesday, 11 November 2009.

If you have not elected to receive a printed version of Keycorp's 2009 annual report, you can view the report on-line at <http://www.keycorp.net/InvestorsOverview/ShareholderEvents/default.htm>
I look forward to welcoming you to the meeting.

Yours sincerely,



Robert Bishop
Chairman
12 October 2009

Notice of Annual General Meeting

The 2009 annual general meeting of Keycorp Limited ACN 002 519 986 will be held at the Auditorium, Ground Floor, KPMG, 10 Shelley Street, Sydney NSW on Friday, 13 November 2009 at 10.00am.

ORDINARY BUSINESS

Item 1 **To receive and consider the company's financial statements and the reports of the directors and of the auditor for the year ended 30 June 2009.**

Item 2 **To adopt the remuneration report for the year ended 30 June 2009.**

Note: Under section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the directors of the company.

Item 3 **To elect directors**

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

To elect Mr Joe Bonin as a director.

To elect Mr Gary Hooper as a director.

Information as to the qualifications and suitability of the proposed directors is contained in the Explanatory Notes.

Dated 12 October 2009

By order of the board



Melissa Letford
Company Secretary

Voting Instructions

Voting entitlement

For the purposes of the annual general meeting, **only those persons holding shares at 7.00pm on Wednesday, 11 November 2009 will be treated as shareholders.** This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

How to vote

You may vote by attending the meeting in person or by proxy or a body corporate can appoint a corporate representative.

Voting in person

You may vote in person by attending the meeting. The meeting details are at the front of this Notice of Meeting.

Voting by proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a person as the shareholder's proxy to attend and vote on behalf of the shareholder. Proxies need not be shareholders of the company.

A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint **not more than two proxies** to attend and vote on behalf of the shareholder. Where two proxies are appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

Any person who is a joint holder of shares may appoint a proxy by completing the proxy form included with this notice of meeting. If more than one joint holder appoints a proxy or seeks to vote personally at the meeting, then the person whose name stands first on the register shall alone be entitled to vote.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

If you wish to vote by proxy, please complete and sign the proxy form included with this notice of meeting and return it to the Company Secretary, Keycorp Limited **so that it is received no later than 10.00 am on Wednesday, 11 November 2009:**

by mail (use the reply paid envelope)	GPO Box 242, Melbourne VIC 8060
by facsimile	1800 783 447 (International +61 3 9473 2555)
by email	Keycorp.proxies@computershare.com.au
by delivery	Level 2, 60 Carrington Street, Sydney NSW 2000

The proxy form will be invalid if it is not received by the time stated above.

Explanatory Notes

Item 1: To receive and consider the company's financial statements and the reports of the directors and of the auditor for the year ended 30 June 2009.

Keycorp's 2009 Annual Report (which contains the company's financial statements and the reports of the directors and of the auditor for the year ended 30 June 2009) will be presented to the AGM. The Annual Report has been made available to shareholders and is also available online at

<http://www.keycorp.net/InvestorsOverview/ShareholderEvents/default.htm>

When considering Item 1 at the AGM, shareholders will be given a reasonable opportunity to ask questions about and make comments on the Annual Report and the company's business generally.

Shareholders will also be given a reasonable opportunity at the AGM to ask the company's auditor, KPMG, questions relevant to the conduct of the 2009 audit and the preparation and content of the Auditor's Report generally.

Shareholders are encouraged to submit questions that they would like raised at the AGM using the enclosed form entitled "We welcome your questions" or via the internet at <http://www.keycorp.net/InvestorsOverview/ShareholderEvents/default.htm> Questions should be submitted prior to 5pm, Wednesday, 11 November 2009.

Item 2: To adopt the remuneration report for the year ended 30 June 2009 (advisory resolution)

The board is submitting its remuneration report to shareholders for consideration and adoption. The remuneration report is contained in the Keycorp 2009 annual report.

The remuneration report sets out the company's remuneration arrangements for the executive and non-executive directors and executive employees of the company.

Pursuant to the Corporations Act 2001, the vote of shareholders on the adoption of the remuneration report is advisory only and will not bind the directors or the company. However, the board will take the outcome of the vote into consideration when reviewing the remuneration practice and policies of the company.

The board recommends that shareholders vote in favour of item 2.

Item 3: Election of directors (ordinary resolution)

Information about directors who have been nominated for election

Joe Bonin has held senior executive roles across both products and services industries. He joined Keycorp in June 2000 where he successfully expanded the customer service business into a multi-vendor Australia wide services organization. In 2006 Joe was appointed Senior Vice President Services, Keycorp Canada Inc. based in Montreal where he assumed responsibility for Canada's largest service organisation to the payments and point of sales industry with a workforce of over 515 personnel. In June 2008, Joe returned to Australia where he was appointed Head of Operations with responsibility for all sales and services delivery. In April 2009, Joe was appointed as the Chief Executive Officer. Joe has a Bachelor of Engineering (Mechanical), a Graduate Diploma in Business Studies, MBA (Masters of Business Administration), a Graduate Certificate in e-Business and is an affiliate member of the Australian Institute of Company Directors.

The Board recommends that shareholders vote in favour of electing Joe Bonin to the Board.

Gary Hooper has over 25 years experience across the Manufacturing, Service and Telecommunication's sector's. He is currently the Director of Unified Communications, for Telstra's Enterprise & Government Division, responsible for the national performance of this specialist portfolio, leveraging partner and cross company capability to drive growth in next generation voice solutions. Throughout his career Gary has acquired extensive experience across a number of senior management positions, spanning a variety of Operational, Commercial, Channel, Finance and Sales roles. He brings a breadth of history and knowledge across multiple business disciplines with a strong record of success.

Gary Hooper holds a Bachelor of Business (Accounting) from the Queensland University of Technology.

The Board recommends that shareholders vote in favour of electing Gary Hooper to the Board.

KEYCORP LIMITED

ABN 61 002 519 986

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001

Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
web.queries@computershare.com.au
www.computershare.com
Fax: 61 3 9473 2500

000001 000 KYC
MR SAM SAMPLE
FLAT 123
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Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Keycorp Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Keycorp Limited

