



HENRY DAVIS YORK  
LAWYERS

3 December 2008

Our Ref CMS/GXH/3117460

**BY FAX NO 1300 135 638**  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

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Dear Sir

**Keycorp Limited KYC**

Please find attached an announcement from Keycorp Limited for immediate release to the market.

If you have any queries please contact me.

Yours faithfully  
Henry Davis York

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Encl 1

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Sydney, 2 December 2008

**Annual General Meeting  
 Additional voting information**

As previously advised, Keycorp's Annual General Meeting for 2008 will be held on Friday, 19 December 2008, at 10:00am. Copies of the Notice for that Meeting are available at [www.keycorp.net](http://www.keycorp.net)

For the avoidance of doubt, the Company wishes to clarify certain voting restrictions in respect of resolutions 4, 5, and 6 (dealing with the Company's Employee Share Option Incentive Plan, the Exempt Employee Share Plan and the Deferred Employee Share Plan).

In particular:

- 1 The Chairman will not vote undirected proxies for resolutions 4, 5 and 6 of the Notice; and
- 2 The Company will disregard any votes cast on resolutions 4, 5, and 6 by a director of the entity (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a directions on the proxy form to vote as the proxy decides.

The Chairman of the Company will announce these clarifications at the beginning of the AGM.

For further information contact:

Dr Ken Carr Chief Executive Officer Keycorp Limited Tel: 61 2 9414 5314 Fax: 61 2 9415 1363 Email: <a href="mailto:kcarr@keycorp.net">kcarr@keycorp.net</a>	Melissa Letford Company Secretary Keycorp Limited Tel: 61 2 9414 5314 Fax: 61 2 9415 1363 Email: <a href="mailto:mletford@keycorp.net">mletford@keycorp.net</a>
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