

## SHAREHOLDER APPROVAL OF KEYCORP SCHEME

### FOR IMMEDIATE RELEASE

Melbourne, 19 November 2010

Keycorp Limited (ASX Code: KYC) announces that at today's court ordered meeting Shareholders have approved the Scheme of Arrangement for the acquisition of all shares in the company by Overland Transaction Services Pty Ltd, a wholly-owned subsidiary of Archer Capital VCLP GF, LP.

The resolution passed is as follows:

*"That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme of Arrangement, the terms of which are contained and more particularly described in the Scheme Booklet, is approved with or without modification as approved by the Supreme Court of Victoria".*

In accordance with ASX Listing Rule 3.13.2 and s251AA of the Corporations Act, we report details of the proxies received and voting by poll on the resolution as follows:

### Proxies

For	Against	Open Useable	Abstain
57,696,082	2,275,859	911,987	5,281,118

### Votes Cast

	For	Against	Total Votes	Abstain
<b>Number</b>	58,624,428	2,407,859	61,032,287	5,281,118
<b>Percentage</b>	96.05	3.95		

The total number of shareholders who voted both 'in favour' and 'against' the resolution and not included in the above Votes Cast.	1
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### Holders Voting

	For	Against	Total Votes
<b>Number</b>	280	26	306
<b>Percentage</b>	91.5	8.5	

Implementation of the Scheme is subject to Court approval at a hearing scheduled for 9.30am on Friday, 26 November 2010. If the Court approves the Scheme, the company will



notify ASIC and ASX on that day and the Scheme will become effective. It is expected KYC securities will be suspended from the close of trading on 26 November 2010.

Expected dates for the Scheme are as follows:

- 26 November 2010** - Second Court hearing for approval of the Scheme
  - ASIC and ASX advised if Scheme approved
  - Keycorp shares suspended from trading
- 3 December 2010** - Scheme Record Date for determining entitlements to Scheme
- 8 December 2010** - Shares transferred to Overland Transaction Services Pty Ltd
  - Scheme Consideration paid to shareholders.

### **About Keycorp**

Keycorp Limited (KYC:ASX) is a leading Australian provider of secure electronic transactions solutions with a focus on point-of-sale transaction systems to managed services.

For further information see: <http://www.keycorp.net> or contact:

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