

KEYCORP

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

AS OF MAY 18, 2016

Committee Mission. The Committee acts on behalf of the KeyCorp Board of Directors in the best interests of the Corporation and its shareholders with regard to the identification of individuals qualified to become Board members, selecting or recommending to the Board that the Board select the director nominees, including for the next annual meeting of shareholders, overseeing the evaluation of the Board, reviewing those portions of the Corporation's annual proxy statement that are within the jurisdiction of the Committee; providing guidance on board and corporate governance issues including recommending to the Board corporate governance guidelines applicable to the Corporation; and overseeing the Corporation's policies and practices on significant issues of corporate social responsibility, including sustainability, community and governmental relations, charitable and political contributions, community development and reinvestment act activities, and fair and responsible treatment of consumer clients.

Members of the Committee are appointed by of the Board of Directors. The independent members of the Board of Directors shall appoint the Committee Chair. Members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The Committee shall conduct and review with the Board of Directors annually an evaluation of the Committee's performance with respect to the requirements of this Charter.

The Committee shall make regular reports of its meetings to the Board of Directors.

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. Additionally, if a compensation consultant is to assist in the evaluation of director compensation, the Committee shall have sole authority to retain and terminate any such consultant, including sole authority to approve the consultant's fees and other retention terms.

Function, Duties and Authorities. The Nominating and Corporate Governance Committee shall:

1. as to Directors:
 - (a) review and recommend to the Board of Directors a policy for retirement of directors,
 - (b) consider changes in the occupation or employment status of directors, pursuant to the Corporation's retirement policy for directors, when a director retires from or otherwise leaves his or her principal occupation or employment and report to the Board the Committee's action in respect thereof,

- (c) annually recommend to the Board of Directors a committee structure for the Board of Directors and the director nominees for each Board committee,
 - (d) assist in identifying and reviewing the qualifications of prospective directors of the Corporation, consider suggestions by shareholders concerning qualified candidates for election as directors, and recommend to the Board of Directors candidates for election as directors. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board. These factors may include judgment, skill, diversity, integrity, willingness to make the required time commitment, familiarity with financial management, and the interplay of the candidate's experience with the experience of other Board members,
 - (e) consider, and from time to time as the Committee deems appropriate or desirable, to recommend to the Board changes in the frequency or format of Board meetings,
 - (f) annually review and recommend to the Board of Directors a compensation program for Directors, including any compensation plans,
 - (g) with respect to equity based or incentive compensation plans for directors:
 - (i) recommend to the Board the approval and amendment of any such plan,
 - (ii) interpret, administer, and determine awards and grants under any such plan, and
 - (iii) perform all the duties of any committee provided for by any such plan, and
 - (h) oversee the review of related-party transactions and director independence.
2. as to providing guidance on board and corporate governance issues and overseeing the evaluation of the Board:
- (a) conduct an annual self-assessment process of the Board of Directors,
 - (b) facilitate an annual assessment process of the Corporation's Lead Director,
 - (c) annually review and recommend to the Board of Directors changes, if any, in the Corporation's corporate governance guidelines,
 - (d) review and provide guidance on shareholder proposals,
 - (e) review and provide comments on those portions of the Corporation's annual proxy statement that are within the jurisdiction of the Committee, and

- (f) provide oversight review and guidance in respect of the Corporation's Directors' and Officers' Liability Insurance Program.
3. as to providing oversight of the Corporation's policies and practices on significant issues of corporate social responsibility (excluding, however, matters pertaining to employees, such as diversity, which are within the oversight of the Compensation and Organization Committee):
- (a) annually review with management the Corporation's policies and practices in respect to sustainability,
 - (b) annually review the Corporation's charitable and political contributions, including government relations, and provide oversight guidance in respect of the Corporation's policies and practices in respect thereof,
 - (c) serve as the liaison to the Board of Directors and provide oversight with respect to community development and reinvestment act activities of bank subsidiaries of the Corporation,
 - (d) provide oversight and guidance in respect to fair and responsible treatment of consumer clients, with particular reference to fees and banking related consumer charges, and
 - (e) provide oversight and guidance in respect of other matters and issues involving material corporate reputational risk except to the extent such matters and issues are within the purview of another committee of the Board of Directors.
4. as to facilitating a linkage between risk and compensation, annually the Committee will serve as the forum for a discussion between the Chairs of the Risk Committee and the Audit Committee with the Chair of the Compensation and Organization Committee with the objective of assessing the risk profile and risk issues of the Corporation in order to inform the Compensation and Organization Committee as it structures incentive compensation plans and/or establishes incentive compensation pools, targets and performance measures.
5. as to this Charter, annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

Delegation to Subcommittees. The Committee may, in its sole discretion, delegate to a subcommittee of its members (including alternates) any of its functions, duties and authorities, on such terms and conditions and with such limitations (if any) as the Committee deems appropriate.