

Company-Run Stress Test Results and Process Disclosure  
Supervisory Severely Adverse Scenario

**KeyCorp**

June 23, 2016



# Important Considerations

The 2016 Dodd-Frank Act Stress Test (“DFAST”) Results present certain projected financial measures for KeyCorp and KeyBank under hypothetical economic and financial conditions, market scenarios and other assumptions described herein. Investors should not rely on these results as forecasts of actual financial results for KeyCorp or KeyBank. Our future financial results and conditions will be influenced by actual economic and financial conditions and other factors described in our Annual Report on 10-K for the year ended December 31, 2015 and in subsequent quarterly reports filed with the Securities and Exchange Commission (“SEC”) and available at <http://www.sec.gov>.

The regulations establishing DFAST require us to disclose certain projected financial measures that have not been prepared under U.S. Generally Accepted Accounting Principles (“GAAP”). KeyCorp’s actual financial information, prepared under GAAP, is available in reports filed with the SEC.

Each bank holding company subject to 2016 DFAST is responsible for developing its internal process. Therefore, our 2016 DFAST Results may not be directly comparable to those of other bank holding companies.

## Important Terms Used in this Disclosure

“BHC” means bank holding company.

“DFAST” means the Dodd-Frank Act Stress Test.

“GAAP” means U.S. generally accepted accounting principles.

“Regulatory Capital Rules” mean the final capital rules published by federal banking regulators in 2013.



# KeyCorp Disclosure

## Company-Run Stress Test Results and Process

- Per the Dodd-Frank Act, Key is required to consider the results of its company-run stress test as part of its capital planning process and publicly disclose the results.
- The company-run stress test spans a nine quarter forecast horizon, starting with 1Q16 and ending with 1Q18.
- Results presented in the following disclosure include the acquisition of First Niagara Financial Group (FNFG) starting in 3Q16 of the forecast horizon. Regulatory approval of the acquisition was pending at the time the stress tests were run.
- Under the Dodd-Frank Act, the only capital actions included in the company-run stress test are quarterly common dividend payments equal to KeyCorp's trailing four quarter average as of December 31, 2015 (adjusted for additional shares issued in conjunction with the acquisition) and no share repurchase activity following the first planning quarter.
- Capital actions referred to in this disclosure are not the Company's planned capital actions.
- Disclosure requirements include:
  1. Quantitative results of the company-run stress test under the severely adverse scenario for the bank holding company
  2. Most significant causes for changes in Common Equity Tier 1 and other capital ratios
  3. Types of risks included in company-run stress test
  4. Description of stress test methodologies
- This analysis used a hypothetical stressed scenario described by the Federal Reserve. For additional information on the Supervisory Severely Adverse scenario, please see the 2016 Supervisory Scenarios for Annual Stress Tests Required under the Dodd-Frank Act Stress Testing Rules and the Capital Plan Rule, published by the Board of Governors of the Federal Reserve System on January 28, 2016.



# KeyCorp Supervisory Severely Adverse Results<sup>(a)</sup> - Net Income Before Taxes

Projected Net Revenue, Losses and Net Income Before Taxes (\$ in Billions)	Cumulative Hypothetical Results Over 9 Quarters	Percent of Average Assets <sup>(b)</sup>
Pre-provision net revenue <sup>(c)</sup>	\$3.0	2.5%
Other revenue/(expense) <sup>(d)</sup>	0.0	0.0%
<i>Less</i>		
Provisions	4.3	3.6%
Realized gains/(losses) on securities - AFS/HTM	(0.0)	(0.0)%
Trading and counterparty losses <sup>(e)</sup>	–	–
Other losses/gains <sup>(f)</sup>	–	–
<i>Equals</i>		
Net income before taxes	(1.3)	(1.1)%
<b>Memo items</b>		
Other comprehensive income <sup>(g)</sup>	0.0	–
<i>Other effects on capital</i>	<i>Actual Q4 2015</i>	<i>Q1 2018</i>
AOCI included in capital (billions of dollars) <sup>(g)</sup>	0.0	0.0

(a) Financial information is disclosed in accordance with the Federal Reserve's FR Y-14A templates and does not necessarily adhere to GAAP.

(b) Average assets are nine-quarter average assets.

(c) Pre-provision net revenue (PPNR) includes losses from operational-risk events, projected change in fair value of loans held for sale and loans held for investment measured under the fair-value option and other real estate owned (OREO) costs.

(d) Other revenue includes one-time income and (expense) items not included in PPNR. Includes extraordinary items and other adjustments, net of income taxes, on the FR Y-14A templates.

(e) Trading and counterparty losses include mark-to-market and credit valuation adjustments (CVA) losses and losses arising from the counterparty default scenario component applied to derivatives, securities lending, and repurchase agreement activities.

(f) Other losses/gains includes goodwill impairment losses.

(g) Key has chosen to opt out of including AOCI in regulatory capital calculations.



# KeyCorp Supervisory Severely Adverse Results<sup>(a)</sup> – Loan Losses

Projected Loan Losses by Type of Loans (\$ in Billions)	Cumulative Hypothetical Results Over 9 Quarters	Portfolio Loss Rates <sup>(b)</sup>
Loan losses <sup>(c)</sup>	\$ 3.4	4.8%
First lien mortgages, domestic	0.1	1.5%
Junior liens and HELOCs, domestic	0.2	3.0%
Commercial and industrial <sup>(d)</sup>	1.4	5.6%
Commercial real estate, domestic	0.8	5.3%
Credit cards	0.2	19.7%
Other consumer <sup>(e)</sup>	0.2	4.6%
Other loans <sup>(f)</sup>	0.5	4.4%

(a) Financial information is disclosed in accordance with the Federal Reserve's FR Y-14A templates and does not necessarily adhere to GAAP.

(b) Average loan balances used to calculate portfolio loss rates exclude loans held for sale and loans held for investment under the fair-value option and are calculated over nine quarters.

(c) Loan losses presented above do not reflect forecast horizon losses of \$1.1 Billion on acquired FNFG loans that are captured in the purchase accounting loan fair value estimate.

(d) Commercial and industrial loans include small and medium enterprise loans and corporate credit cards.

(e) Other consumer loans include student loans and automobile loans.

(f) Other loans include leases, loans to depositories and other financial institutions, agricultural loans, loans for purchasing or carrying securities, international real estate loans and loans secured by farmland.

Note: Numbers above may not foot due to rounding.



# KeyCorp Supervisory Severely Adverse Results<sup>(a)</sup> – Capital Ratios and Risk-Weighted Assets

Projected Stressed Capital Ratios <sup>(b)</sup>	Actual	Stressed Capital Ratios <sup>(c)</sup>	
	Q4 2015	Q1 2018	Minimum <sup>(d)</sup>
Common equity tier 1 capital ratio (%)	10.9	8.2	8.2
Tier 1 risk-based capital ratio (%)	11.3	8.6	8.6
Total risk-based capital ratio (%)	13.0	11.0	11.0
Tier 1 leverage ratio (%)	10.7	7.7	7.4

Actual Q4 2015 and Projected Q1 2018 Risk-Weighted Assets (\$ in billions)	Actual Q4 2015	Projected Q1 2018
Risk-weighted assets <sup>(e)</sup>	\$90.0	\$107.8

(a) Financial information is disclosed in accordance with the Federal Reserve's FR Y-14A templates and does not necessarily adhere to GAAP.

(b) Projected stressed capital ratios incorporate DFAST capital actions, which include common dividend payments equal to KeyCorp's trailing four quarter average as of December 31, 2015 and no share repurchase activity following the first planning quarter, as required by the Dodd-Frank Act.

(c) The capital ratios are calculated using capital action assumptions provided within the DFAST rule. These projections represent hypothetical estimates that involve an economic outcome that is more adverse than expected. These estimates are not forecasts of expected losses, revenues, net income before taxes, or capital ratios.

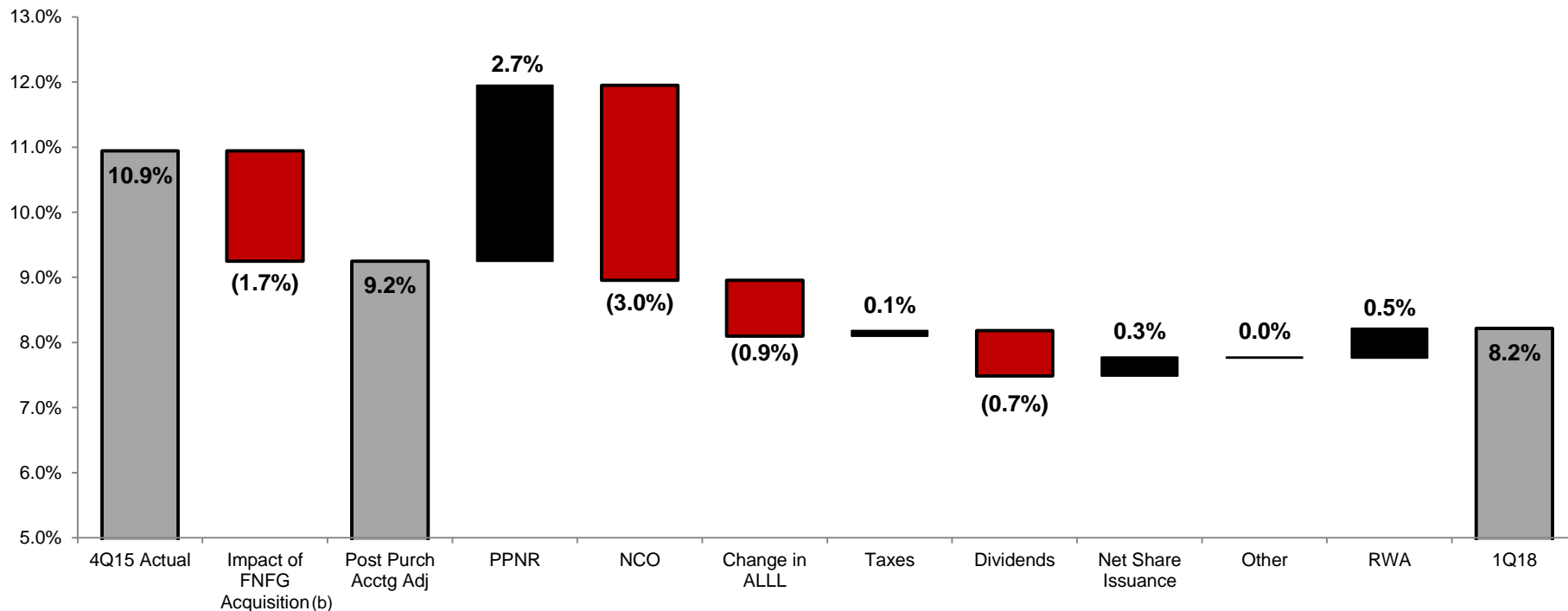
(d) Represents the lowest value over the forecast horizon.

(e) Risk-Weighted Assets increase with the forecasted acquisition of First Niagara in 3Q16. Historically, Key's risk-weighted assets decline in a severely adverse economic scenario due to elevated credit losses combined with a generally more challenging lending environment.



# Most Significant Causes for Changes in KeyCorp Capital Ratios<sup>(a)</sup>

## Common Equity Tier I Ratio (CET1) (4Q15 – 1Q18)



- Credit losses and increased ALLL in stress environment more than offset the benefits of PPNR and declining loan balances (declining RWA) resulting in a net depletion of capital reflected in decline of Common Equity Tier 1 Ratio to 8.2% at the end of the planning horizon
- Common Equity Tier 1 ratio exceeds regulatory minimum throughout the nine-quarter period

(a) DFAST capital actions include common dividend payments equal to KeyCorp's trailing four quarter average as of December 31, 2015 and no share repurchase activity following the first planning quarter, as required by the Dodd-Frank Act.

(b) Incorporates impact of stress scenarios on FNFG prior to acquisition



# KeyBank N.A. Supervisory Severely Adverse Results<sup>(a)</sup>

## - Net Income Before Taxes

Projected Net Revenue, Losses and Net Income Before Taxes (\$ in Billions)	Cumulative Hypothetical Results Over 9 Quarters	Percent of Average Assets <sup>(b)</sup>
Pre-provision net revenue <sup>(c)</sup>	\$3.0	2.6%
Other revenue/(expense) <sup>(d)</sup>	0.0	0.0%
<i>Less</i>		
Provisions	4.3	3.7%
Realized gains/(losses) on securities - AFS/HTM	(0.0)	(0.0)%
Trading and counterparty losses <sup>(e)</sup>	–	–
Other losses/gains <sup>(f)</sup>	–	–
<i>Equals</i>		
Net income before taxes	(1.4)	(1.2)%
<b>Memo items</b>		
Other comprehensive income <sup>(g)</sup>	0.0	–
<i>Other effects on capital</i>	<i>Actual Q4 2015</i>	<i>Q1 2018</i>
AOCI included in capital (billions of dollars) <sup>(g)</sup>	0.0	0.0

(a) Financial information is disclosed in accordance with the Federal Reserve's FR Y-14A templates and does not necessarily adhere to GAAP.

(b) Average assets are nine-quarter average assets.

(c) Pre-provision net revenue includes losses from operational-risk events, projected change in fair value of loans held for sale and loans held for investment measured under the fair-value option and other real estate owned (OREO) costs.

(d) Other revenue includes one-time income and (expense) items not included in PPNR. Includes extraordinary items and other adjustments, net of income taxes, on the FR Y-14A templates.

(e) Trading and counterparty losses include mark-to-market and credit valuation adjustments (CVA) losses and losses arising from the counterparty default scenario component applied to derivatives, securities lending, and repurchase agreement activities.

(f) Other losses/gains includes goodwill impairment losses.

(g) Key has chosen to opt out of including AOCI in regulatory capital calculations.





# KeyBank N.A. Supervisory Severely Adverse Results<sup>(a)</sup>

## – Loan Losses

Projected Loan Losses by Type of Loans (\$ in Billions)	Cumulative Hypothetical Results Over 9 Quarters	Portfolio Loss Rates <sup>(b)</sup>
Loan losses <sup>(c)</sup>	\$ 3.4	4.8%
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Commercial real estate, domestic	0.8	5.3%
Credit cards	0.2	19.7%
Other consumer <sup>(e)</sup>	0.2	4.6%
Other loans <sup>(f)</sup>	0.5	4.4%

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(b) Average loan balances used to calculate portfolio loss rates exclude loans held for sale and loans held for investment under the fair-value option and are calculated over nine quarters.

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# KeyBank N.A. Supervisory Severely Adverse Results<sup>(a)</sup> – Capital Ratios and Risk-Weighted Assets

Projected Stressed Capital Ratios <sup>(b)</sup>	Actual	Stressed Capital Ratios <sup>(c)</sup>	
	Q4 2015	Q1 2018	Minimum <sup>(d)</sup>
Common equity tier 1 capital ratio (%)	10.9	9.7	9.5
Tier 1 risk-based capital ratio (%)	10.9	9.7	9.5
Total risk-based capital ratio (%)	12.3	11.8	11.7
Tier 1 leverage ratio (%)	9.9	8.4	7.9

Actual Q4 2015 and Projected Q1 2018 Risk-Weighted Assets (\$ in billions)	Actual Q4 2015	Projected Q1 2018
Risk-weighted assets <sup>(e)</sup>	\$84.7	\$101.6

(a) Financial information is disclosed in accordance with the Federal Reserve's FR Y-14A templates and does not necessarily adhere to GAAP.

(b) Projected stressed capital ratios incorporate DFAST capital actions, which include common dividend payments equal to KeyCorp's trailing four quarter average as of December 31, 2015 and no share repurchase activity following the first planning quarter, as required by the Dodd-Frank Act.

(c) The capital ratios are calculated using capital action assumptions provided within the DFAST rule. These projections represent hypothetical estimates that involve an economic outcome that is more adverse than expected. These estimates are not forecasts of expected losses, revenues, net income before taxes, or capital ratios.

(d) Represents the lowest value over the forecast horizon.

(e) Risk-Weighted Assets increase with the forecasted acquisition of First Niagara in 3Q16. Historically, Key's risk-weighted assets decline in a severely adverse economic scenario due to elevated credit losses combined with a generally more challenging lending environment.



# Risks Included in Company-Run Stress Test<sup>(a)</sup>

As an institution focused on traditional banking products and services in the United States, KeyCorp is primarily exposed to risks from fluctuations in the domestic economy. Risks to most of KeyCorp's businesses include credit, compliance, liquidity, operational, market, reputation, model and strategic risk. Also included in the stress test process are impacts and risks associated with the acquisition of FNFG.

## — Risks Included —

### Credit Risk

- Key originates loans and extends credit, both of which expose Key to credit risk. The failure of Key's borrowers and counterparties to meet their obligations, which becomes more likely in a stressed economy, increases the likelihood of credit losses.

### Market Risk

- Interest rate exposure related to Key's banking book is impacted by negative short-term interest rates in the severely adverse scenario. Interest rate exposure and widening credit spreads affect the carrying value of Key's assets held at or subject to fair market valuation.

### Liquidity Risk

- Liquidity risk is the risk of not being able to reasonably accommodate liability maturities, deposit withdrawals or meet contractual obligations to fund new business opportunities in a timely manner. An increase in line of credit draws, risk of deposit attrition, and loss of access to wholesale funding sources may coincide with severe economic stress, as companies experience reduced cash flows and credit availability contracts.

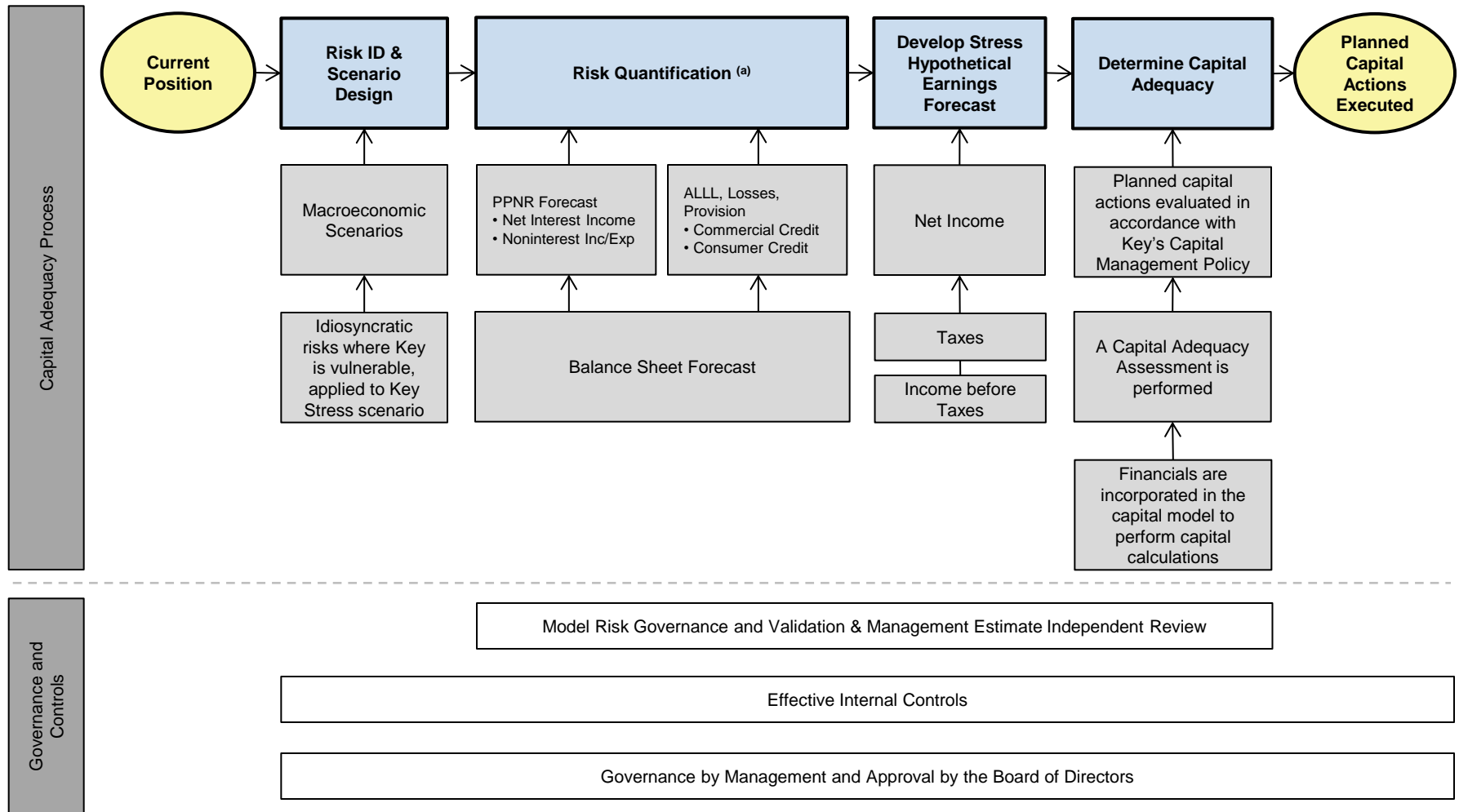
### Other Risks

- Operational risk is the risk of adverse economic impact resulting from internal human error or malfeasance, failed internal processes or systems, or external events.
- Compliance risk is the risk of legal or regulatory sanctions, financial loss or reputational damage due to a failure to comply with laws and regulations in the ever evolving legal and regulatory environment.
- Strategic risk is the impact on earnings or value arising from adverse business decisions, improper implementation of business decisions, or responsiveness to industry changes.
- Reputation risk is the risk arising from negative opinion as viewed from Key's stakeholders.
- Model risk is the risk to KeyCorp's earnings, capital or reputation due to the misuse or failure of a model.

(a) The identified impact arising from risks embedded in KeyCorp's traditional banking business are unique to the Severely Adverse Stress Test scenario. Impacts from risks under different economic scenarios will vary based upon inputs and assumptions utilized in the analysis.



# Stress Test & Capital Adequacy Assessment Methodology

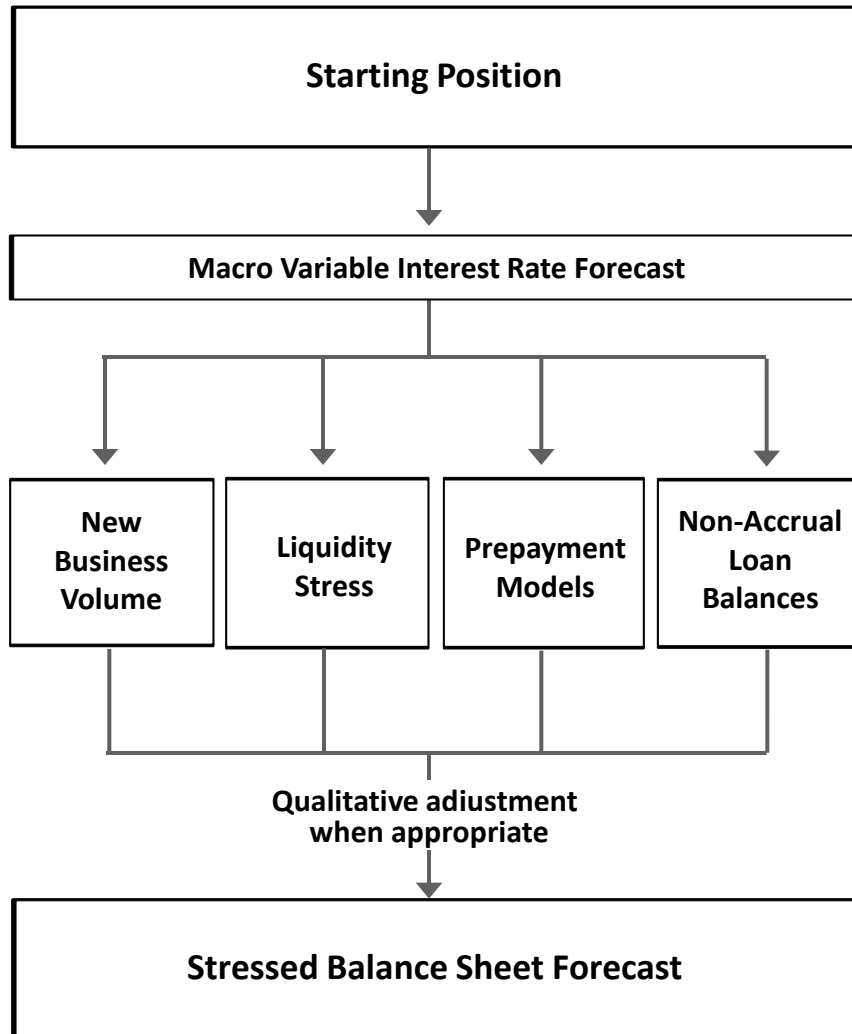


(a) Risk Quantification involves quantitative and qualitative approaches:

- Quantitative Approach - Modeled risk quantification
- Qualitative Approach - Judgment utilized where quantitative models do not or can not fully capture risk



# Methodology - Balance Sheet

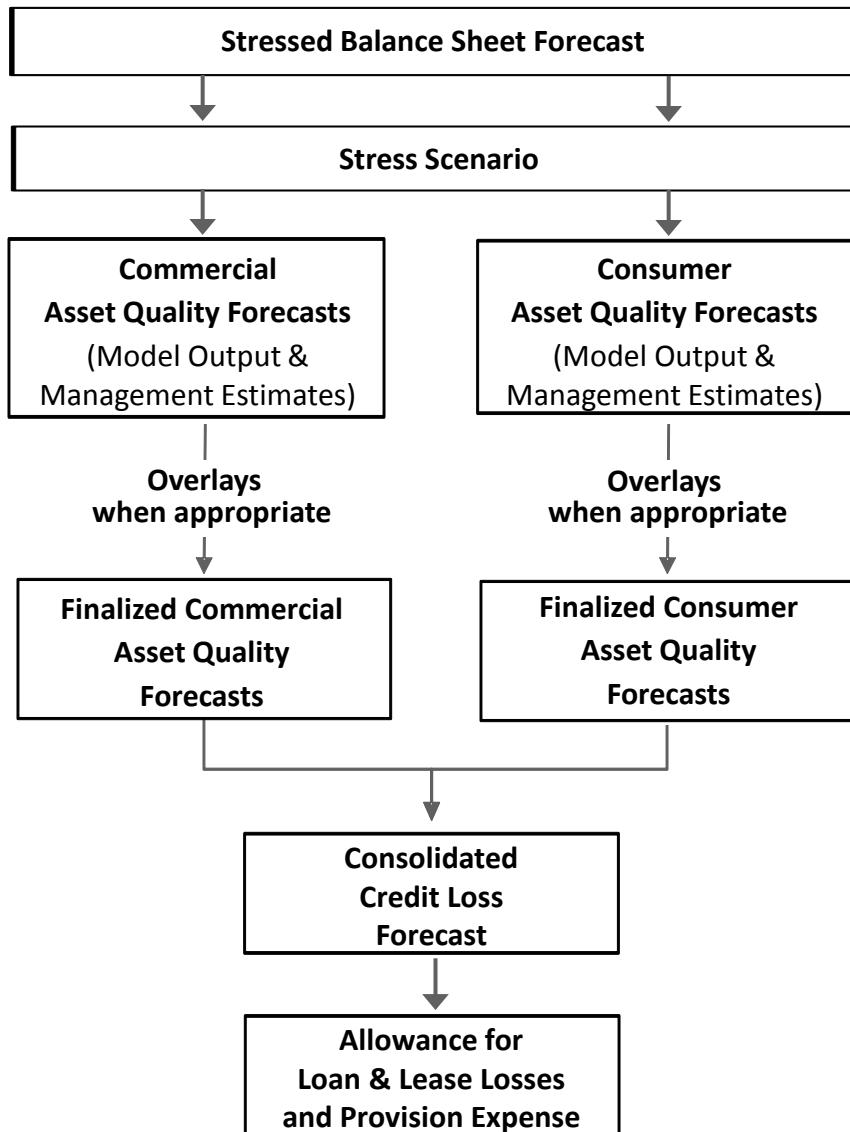


## Balance Sheet

- Forecast takes into account contractual maturity information, forecasted prepayments based on interest rate forecasts, and non-accrual loan balances.
- Quantitative analysis is used to adjust balance sheet projections for new business volume based on macroeconomic variables.
- Liquidity facility utilization adjustments account for an increase in line of credit draws that Key would expect in a stress scenario.
- Risk of deposit attrition, loss of access to wholesale funding sources, and pricing impact on deposits and wholesale credit spreads are considered.
- Where appropriate, expert-based qualitative adjustments are considered. Methodology employed is subject to independent review, while results are subject to review and approval by Senior Management and the Board of Directors based upon the magnitude of adjustment.



# Methodology - Credit Losses & Allowance for Loan and Lease Losses



## Credit Losses

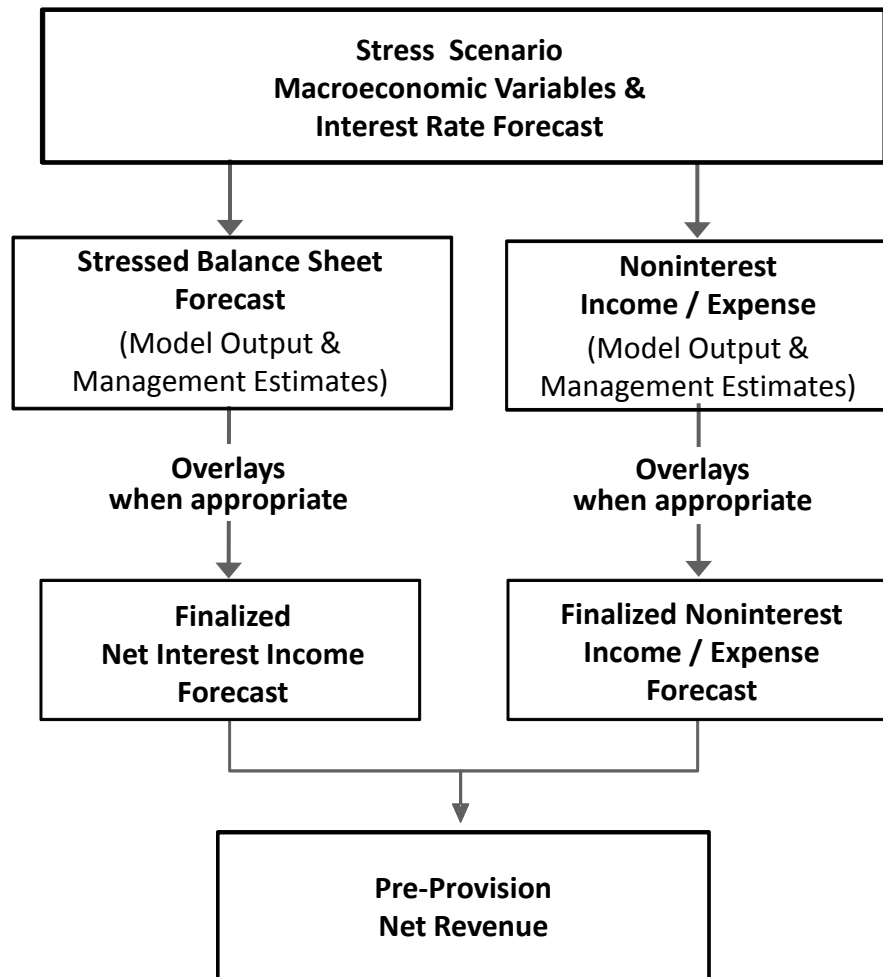
- Stressed credit loss forecasts are driven by quantitative and qualitative estimates that utilize note-level characteristics.
- Both Commercial and Consumer Credit forecasts follow a Probability of Default / Loss Given Default framework.
- Commercial and Consumer Credit forecasts are consolidated for total credit exposure.
- Where appropriate, expert-based qualitative adjustments are considered. Methodology employed is subject to independent review, while results are subject to review and approval by Senior Management and the Board of Directors based upon the magnitude of adjustment.

## Allowance for Loan and Lease Losses

- Key's Allowance for Loan and Lease Loss (ALLL) methodology is followed in accordance with Generally Accepted Accounting Principles and supervisory guidance.



# Methodology - Pre-Provision Net Revenue



## Net Interest Income

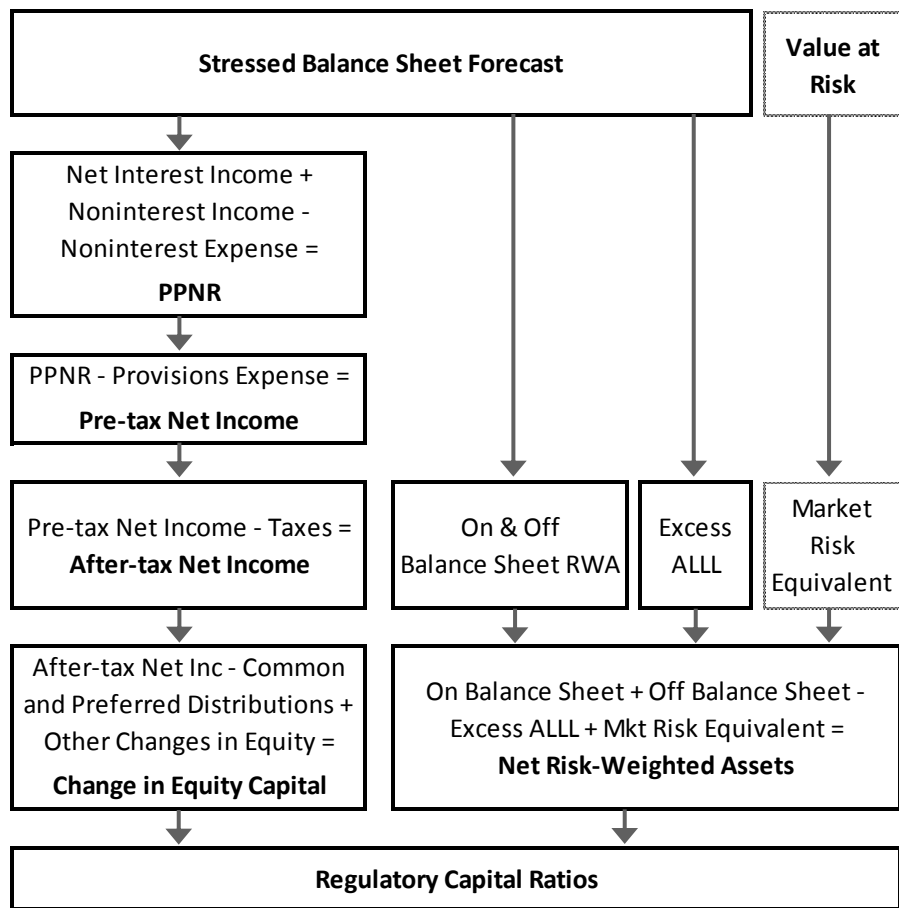
- Balance sheet forecast process is outlined on page 13 of this presentation.
- Asset and liability pricing inputs, assumptions, and qualitative assessments are drawn from LOB forecasting processes

## Noninterest Income & Expense

- Noninterest income and expense forecasts are primarily developed using quantitative modeling and management estimates, including operational risk.
- Where appropriate, expert-driven qualitative adjustments are made to modeled outputs to ensure consideration for known strategic initiatives, pricing actions, regulatory changes, or model weaknesses.
- For line items dependent on the value of assets held at or subject to Fair Market Valuation, the fair market values of assets are projected using discounted cash flow and fundamental analysis.



# Methodology - Earnings & Capital



## Earnings & Capital Forecast

- Income statement and balance sheet information is used to compute regulatory capital ratios.
- Risk-weighted assets are calculated based on Key's projected balance sheet position, and a market risk equivalent calculation associated with Key's trading portfolio.

## Capital Adequacy Assessment

- Capital Adequacy Assessment is performed and capital actions are considered.
- Capital decisions are governed by internal capital policies and regulatory guidance, and are subject to approval by the KeyCorp Board of Directors.





# Governance and Controls

## Independent Review

- As part of Enterprise Risk Management (ERM), models are being used in a broad range of Key's business and risk management activities and play an important role in the Capital Adequacy Process.
- KeyCorp continues to enhance model development and independent validation to reduce model risk.
- Methodologies for non-model management projections and model overlays are independently reviewed and challenged by KeyCorp's risk management function.

## Effective Internal Controls

- KeyCorp has a comprehensive internal control framework governing all aspects of its Capital Adequacy Process, including data management, modeling, change management and regulatory reporting.
- KeyCorp's internal audit function provides independent assessment and testing of the effectiveness of and adherence to KeyCorp's risk management policies, practices and controls. The internal audit function reports to the Audit Committee of the Board of Directors.

## Governance by Management and Approval by the Board of Directors

- The Enterprise Risk Management Committee (ERMC) is the management governance committee for all capital matters and plays an integral role in the capital adequacy process.
- During the capital planning process, the ERMC will screen and recommend all capital matters requiring final Board of Directors approval.

