

**KEYCORP**

**EXECUTIVE COMMITTEE**

**CHARTER**

**AS OF MAY 23, 2019**

Committee Mission. The Committee acts on behalf of the KeyCorp Board of Directors in the best interests of the Corporation and its shareholders in all matters for which the Board may act, to the extent permitted by law. The Committee shall keep the Board of Directors fully informed on such matters.

Functions, Duties and Authorities. The Executive Committee shall:

have and may exercise, to the extent permitted by law, all power and authority of (a) the Board of Directors between meetings of the Board of Directors, including the power to elect officers, and (b) other committees of the Board of Directors between meetings of such other committees.