

KEYCORP /NEW/
Form DEF 14A
April 02, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

KeyCorp

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- o Fee paid previously with preliminary materials.
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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

Table of Contents

127 PUBLIC SQUARE
CLEVELAND, OHIO 44114

April 2, 2010

DEAR SHAREHOLDER:

You are cordially invited to attend the 2010 Annual Meeting of Shareholders of KeyCorp which will be held at One Cleveland Center, 1375 East Ninth Street, Cleveland, Ohio, on Thursday, May 20, 2010, at 8:30 a.m., local time.

All holders of record of KeyCorp Common Shares, KeyCorp Series A Preferred Stock, and KeyCorp Series B Preferred Stock as of March 23, 2010 are entitled to vote at the 2010 Annual Meeting.

As described in the accompanying Notice and Proxy Statement, holders of KeyCorp Common Shares will be asked to elect eleven directors for one-year terms expiring in 2011, to consider a proposal to approve the KeyCorp 2010 Equity Compensation Plan, to consider a proposal to amend KeyCorp's Articles and Regulations to revise the voting rights of the Series B Preferred Stock, to ratify the appointment of Ernst & Young LLP as independent auditors for 2010, and to provide advisory approval of KeyCorp's executive compensation program. Holders of Series A Preferred Stock and Series B Preferred Stock will only be asked to vote on the revision of the voting power of the Series B Preferred Stock.

KeyCorp's Annual Report for the year ended December 31, 2009 is enclosed.

A proxy card is enclosed. Holders of KeyCorp Common Stock can vote their shares by telephone, the internet, or by mailing their signed proxy cards in the enclosed return envelopes. Specific instructions for voting by telephone or the internet are attached to the proxy cards. Holder of Series A Preferred Stock and Series B Preferred Stock may only vote by mailing their signed proxy cards.

Sincerely,

Henry L. Meyer III
Chairman of the Board

Table of Contents

127 PUBLIC SQUARE
CLEVELAND, OHIO 44114

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
KEYCORP SHAREHOLDER MEETING TO BE HELD ON MAY 20, 2010 AND
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

The 2010 Annual Meeting of Shareholders of KeyCorp will be held at One Cleveland Center, 1375 East Ninth Street, Cleveland, Ohio, on Thursday, May 20, 2010, at 8:30 a.m., local time, for the following purposes:

1. To elect eleven directors to serve for one-year terms expiring in 2011;
2. To approve the KeyCorp 2010 Equity Compensation Plan;
3. To vote upon an amendment to KeyCorp's Articles and Regulations to conform the voting rights of the Series B Preferred Stock issued to the U.S. Treasury with the standard terms mandated by the U.S. Treasury under the Troubled Asset Relief Program Capital Purchase Program;
4. To ratify the appointment by the Audit Committee of the Board of Directors of Ernst & Young LLP as independent auditors for KeyCorp for the fiscal year ending December 31, 2010;
5. To provide advisory approval of KeyCorp's executive compensation program; and
6. To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

Only holders of record of KeyCorp Common Shares, KeyCorp Series A Preferred Stock, and KeyCorp Series B Preferred Stock at the close of business on March 23, 2010 have the right to receive notice of and to vote at the Annual Meeting and any postponement or adjournment thereof. Holders of Series A Preferred Stock and Series B Preferred Stock are only entitled to vote on Issue Three.

By Order of the Board of Directors
Paul N. Harris
Secretary
April 2, 2010

YOUR VOTE IS IMPORTANT. HOLDERS OF KEYCORP COMMON SHARES CAN VOTE THEIR SHARES BY TELEPHONE, THE INTERNET, OR BY MAILING THEIR SIGNED PROXY CARDS IN THE RETURN ENVELOPES ENCLOSED WITH THE PROXY CARD FOR THAT PURPOSE. SPECIFIC INSTRUCTIONS FOR VOTING BY TELEPHONE OR THE INTERNET ARE ATTACHED TO THE PROXY CARD.

HOLDERS OF KEYCORP SERIES A PREFERRED STOCK AND SERIES B PREFERRED STOCK MAY ONLY VOTE BY MAILING THEIR SIGNED PROXY CARDS.

THE PROXY STATEMENT AND ANNUAL REPORT TO SHAREHOLDERS FOR THE YEAR ENDED DECEMBER 31, 2009 ARE AVAILABLE AT WWW.ENVISIONREPORTS.COM/KEY.

TABLE OF CONTENTS

	Page
<u>NOTICE OF ANNUAL MEETING</u>	
<u>PROXY STATEMENT</u>	1
<u>Issue One Election of Directors</u>	1
<u>Nominees for Terms Expiring in 2011</u>	2
<u>Continuing Directors Whose Terms Expire in 2011</u>	11
<u>The Board of Directors and Its Committees</u>	15
<u>Corporate Governance Guidelines</u>	19
<u>Board Leadership Structure</u>	24
<u>Board Oversight of Risk</u>	24
<u>Communications with the Board</u>	25
<u>Director Independence</u>	25
<u>Issue Two Approval of the 2010 KeyCorp Equity Compensation Plan</u>	27
<u>Issue Three Amendment to Articles and Regulations Concerning the Voting Rights of the Series B Preferred Stock</u>	44
<u>Issue Four Independent Auditors</u>	49
<u>Issue Five Advisory Approval of KeyCorp Executive Compensation Program</u>	49
<u>Executive Officers</u>	50
<u>Compensation Discussion and Analysis</u>	52
<u>Compensation of Executive Officers and Directors</u>	67
<u>Compensation and Organization Committee Report (Including Discussion of Compensation Policies and Practices as They Relate to Risk Management)</u>	88
<u>Equity Compensation Plan Information</u>	90
<u>Share Ownership and Other Phantom Stock Units</u>	92
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	94
<u>Audit Matters</u>	94
<u>Governance Document Information</u>	97
<u>Shareholder Proposals for the Year 2011</u>	97
<u>Householding Information</u>	97
<u>General</u>	98
<u>KeyCorp 2010 Equity Compensation Plan</u>	A-1
<u>Amendment to Articles and Regulations Concerning the Voting Rights of Series B Preferred Stock</u>	B-1
<u>Audit Committee Policy Statement on Independent Auditing Firm's Services and Related Fees</u>	C-1

Table of Contents

127 PUBLIC SQUARE
CLEVELAND, OHIO 44114

PROXY STATEMENT

This Proxy Statement is furnished commencing on or about April 2, 2010 in connection with the solicitation on behalf of the Board of Directors of KeyCorp of proxies to be voted at the 2010 Annual Meeting of Shareholders on May 20, 2010, and at all postponements and adjournments thereof. All holders of record of KeyCorp Common Shares at the close of business on March 23, 2010 are entitled to vote. On that date there were 878,960,282 KeyCorp Common Shares outstanding and entitled to vote at the meeting. Each such share is entitled to one vote on each matter to be considered at the meeting and a majority of the outstanding KeyCorp Common Shares shall constitute a quorum. All holders of Series A Non-Cumulative Perpetual Convertible Preferred Stock (Series A Preferred Stock) and Series B Fixed Rate Cumulative Perpetual Preferred Stock (Series B Preferred Stock) at the close of business on March 23, 2010 are entitled to vote on Issue Three regarding the amendment of KeyCorp s Amended and Restated Articles of Incorporation (Articles) and Amended and Restated Code of Regulations (Regulations) to revise the voting rights of the Series B Preferred Stock issued to the U.S. Department of Treasury in connection with the Troubled Asset Relief Program (TARP) Capital Purchase Program. On March 23, 2010, there were 2,904,839 shares of Series A Preferred Stock outstanding and entitled to vote and 25,000 shares of Series B Preferred Stock outstanding and entitled to vote. Each of the shares of Series A Preferred Stock and Series B Preferred Stock shall be entitled to one vote on Issue Three.

Issue One

ELECTION OF DIRECTORS

In accordance with KeyCorp s Regulations, the Board of Directors of KeyCorp (also sometimes referred to herein as the Board) has been fixed as of the 2010 Annual Meeting at 15 members. Under the amendment to KeyCorp s Regulations adopted by the shareholders at the 2008 Annual Meeting, the annual election of directors became effective as of the 2009 Annual Meeting of Shareholders and is phased in over a three-year period. Accordingly, at this Annual Meeting eleven of the Directors terms expire and they will be elected for one-year terms expiring in 2011 (or until their respective successors are elected and qualified, whichever is later). At the 2011 Annual Meeting, the phase-in will be complete and all KeyCorp Directors will be eligible for one-year terms.

The nominees for directors at this Annual Meeting are listed below. All properly appointed proxies will be voted for these nominees unless contrary specifications are properly made, in which case the proxy will be voted or withheld in accordance with such specifications. All nominees are current members of the Board. Should any nominee become unable to accept nomination or election, the proxies will be voted for the election of such person, if any, as shall be recommended by the Board or for holding a vacancy to be filled by the Board at a later date. The Board has no reason to believe that the persons listed as nominees will be unable to serve. In the election of directors, if a nominee receives more against votes than for votes the following procedure will apply: the nominee must submit an offer to resign as a director to the KeyCorp Board of Directors. Thereafter, the Nominating and Corporate Governance Committee of the

Table of Contents

Board of Directors will consider the resignation and will submit its recommendation as to whether to accept or reject the resignation to the Board of Directors which will act on the recommendation and publicly disclose its decision.

Pursuant to rules promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), the following information lists, as to nominees for director and directors whose terms of office will continue after the 2010 Annual Meeting, the principal occupation or employment, age, the year in which each first became a director of KeyCorp, directorships since 2005 in registered investment companies or companies having securities which are registered pursuant to, or that are subject to certain provisions of, the Exchange Act, and information concerning each person s qualifications to serve as a Director of KeyCorp. The information provided is as of January 1, 2010 unless otherwise indicated. Except as otherwise indicated, each nominee or continuing director has had the same principal occupation or employment during the past five years.

NOMINEES FOR TERMS EXPIRING IN 2011

WILLIAM G. BARES

William G. Bares has served as a KeyCorp Director since 1987. Mr. Bares is currently the Chair of the Audit Committee. He also serves on KeyCorp s Nominating and Corporate Governance Committee and has previously served as its Chair. Mr. Bares has also served as Chairman of the Risk Management Committee and of the KeyCorp Compensation and Organization Committee.

Mr. Bares retired at the beginning of 2005 after a long career with The Lubrizol Corporation, for which he served as its chairman and chief executive officer for eight years. During his tenure, The Lubrizol Corporation made acquisitions that nearly doubled the company s size, which required Mr. Bares to directly oversee financing activities, including raising required debt and issuing stock. The Lubrizol Corporation is an innovative specialty chemical company with more than 6,700 employees and laboratories and production facilities in 27 countries, with current revenues of more than \$4.6 billion. Mr. Bares began his career with Lubrizol in 1963 and attained positions with greater responsibility, ultimately becoming chief executive officer and chairman in 1996.

Mr. Bares (age 68) serves on the board of Applied Industrial Technologies, Inc. (since 1987) and has had leadership roles in civic and community organizations.

Table of Contents

JOSEPH A. CARRABBA

Mr. Carrabba joined the KeyCorp Board in 2009. He serves on the Compensation and Organization Committee.

Since 2007, Mr. Carrabba has been the Chairman, President, and Chief Executive Officer of Cliffs Natural Resources, Inc. Cliffs is an international mining and natural resources company with 2009 revenues of \$2.34 billion and 5,404 employees. Mr. Carrabba joined Cliffs in 2005 as President and Chief Operating Officer and became President and Chief Executive Officer in 2006.

Mr. Carrabba joined Cliffs from Rio Tinto, a global mining company where he served for 22 years in a variety of leadership capacities at locations worldwide including the United States, Asia, Australia, Canada, and Europe. Before relocating to Rio Tinto's Diavik Diamond Mines, Inc. in Canada's Northwest Territory where he served most recently as president, he spearheaded the development and implementation of Rio's Six Sigma initiative (an initiative using data measurements and statistics to identify factors to reduce waste, defects and costs and thereby increase bottom line benefits to customers and shareholders) at its bauxite mining operation in Australia.

Mr. Carrabba (age 57) is a Director of Cliffs (since 2006) and the Newmont Gold Company (since 2008) and serves in leadership roles in a number of civic and community organizations.

Table of Contents

DR. CAROL A. CARTWRIGHT

Dr. Cartwright has served as a Director of KeyCorp since 1997. Dr. Cartwright presently serves on the Compensation and Organization Committee and previously served on the Audit and Risk Management Committees.

Dr. Cartwright is currently president of Bowling Green State University. She initially held that position on an interim basis beginning in 2008 and was permanently appointed last year. Previously, she served as president of Kent State University from 1991 through 2006. Kent State serves about 34,000 students on eight campuses and two international sites and employs 5,000 faculty and staff. Bowling Green enrolls approximately 20,000 students on two campuses and employs 3,000 faculty and staff. As the chief executive officer of two complex higher education organizations, Dr. Cartwright has responsibility for implementing strategies that meet state and national needs in teaching and research as well as accountability for a significant group of business units that must operate on a profitable basis. At Kent State, she oversaw the redevelopment of the university's physical plant and infrastructure, including debt financing, private philanthropy and investment policies. Similar capital planning, fundraising and investment responsibilities are part of her responsibilities at Bowling Green.

Dr. Cartwright (age 68) has led a variety of research projects and authored numerous professional publications. She serves on the boards of FirstEnergy Corp. (since 1997) and PolyOne Corporation (since 2000). Dr. Cartwright maintains leadership roles in civic or community organizations.

Table of Contents

ALEXANDER M. CUTLER

Alexander M. Cutler has served as a KeyCorp Director since 2000. Mr. Cutler is KeyCorp's Lead Director. He is the Chair of the Nominating and Corporate Governance Committee and also serves on the Compensation and Organization Committee having previously served as its Chair.

Mr. Cutler is the Chairman, Chief Executive Officer, and President of Eaton Corporation, a global diversified power management company with approximately 70,000 employees that sells products in more than 150 countries. As chairman and chief executive officer of a Fortune 200 company, Mr. Cutler regularly reviews financial reports, risk management structure, policies and compliance activities, controls systems, information technology systems, company pension and deferred compensation plans, and foreign exchange and interest rate risks.

He has extensive experience in acquisition/divestiture negotiations and integrations.

Mr. Cutler assumed his current position at Eaton in 2000 after 31 years with the company and its predecessors.

Mr. Cutler (age 58) serves on the boards of Eaton Corporation (since 2000) and E.I. du Pont Nemours Company (since 2008). He served on the board of Axcelis Technologies Inc. from 2000 to 2006 and maintains leadership roles in civic and community organizations. He chairs The Business Roundtable Corporate Leadership Initiative.

Table of Contents

ELIZABETH R. GILE

Elizabeth R. Gile was elected as a KeyCorp Director in March 2010. She is currently a member of the Risk Management Committee.

In 2005, Ms. Gile retired from Deutsche Bank AG (Deutsche Bank) where she was Managing Director and the Global Head of the Loan Exposure Management Group (2003 to 2005). During her career, Ms. Gile had the opportunity to focus on many aspects of credit origination and risk management. In her role at Deutsche Bank, she created and ran a business division to manage the bank s \$80 billion wholesale loan portfolio using capital market instruments and derivatives to reduce the volatility of financial results. Ms. Gile also spent the first 24 years of her career at J.P. Morgan (1977 to 2001) where she was responsible at varying points for J.P. Morgan s North American business involving high grade credit markets trading, credit portfolio management, corporate lending and credit research. Following her service at J.P. Morgan, Ms. Gile served as Vice Chair of Toronto Dominion Securities and Head of Portfolio Management for the company from 2001-2002.

Since her retirement Ms. Gile served from 2007 to 2009 as Managing Director and Senior Strategic Advisor to BlueMountain Capital Management, a hedge fund management company.

Ms. Gile (age 54) is a Director of Deutsche Bank Trust Corporation and Deutsche Bank Americas (since 2005) and serves in leadership roles in a number of civic and community organizations.

Table of Contents

RUTH ANN M. GILLIS

Ms. Gillis joined the KeyCorp Board in 2009 and serves on the Audit Committee. She has been designated as a financial expert as that term is defined by the Securities and Exchange Commission (SEC).

Since 2008, Ms. Gillis has been an Executive Vice President of the Exelon Corporation. Exelon is an electric utility company. Previously, Ms. Gillis was a Senior Vice President at Exelon from 2005 to 2008. Ms. Gillis serves as president of Exelon Business Services Company, a subsidiary of Exelon, which encompasses information technology, supply chain, legal, communications, real estate and facilities, human resources and finance, as well as other advisory, professional, technical and support services. As President of Exelon Business Services Company, Ms. Gillis is responsible for providing oversight for transactional and corporate services for the Exelon system of companies. Ms. Gillis is a member of Exelon's executive committee, pension investment committee, and the corporate risk management committee as well as a member of the Exelon Foundation Board. Ms. Gillis previously served as Chief Financial Officer of Exelon.

Ms. Gillis' previous experience includes service as Unicom Corporation's chief financial officer and prior thereto as treasurer where she was responsible for overseeing Unicom Corporation's financing activities, cash management, financial risk management, and treasury functions.

Ms. Gillis (age 55) is a director of the Potlatch Corporation (since 2003) where she is Chair of the Compensation Committee and also serves on the Audit Committee. Ms. Gillis serves in leadership roles in a number of civic and community organizations and was a director of Archstone-Smith from 2004 until 2007.

Table of Contents

KRISTEN L. MANOS

Ms. Manos joined the KeyCorp Board in 2009 and serves on the Audit Committee.

Ms. Manos is a partner at Sanderson Berry Co., a private investment advisory services firm located in Holland, Michigan. Ms. Manos engages in business strategy and marketing consulting at Sanderson Berry.

Ms. Manos is a former executive vice president of Herman Miller, Inc. (2004-2009). Herman Miller researches, designs, and distributes furnishings for use worldwide in various environments including office, healthcare, educational, and residential settings and employs approximately 6,000 people. Ms. Manos was president of Herman Miller's North American office business. In this role, she directly participated in corporate risk evaluation, risk management and scenario planning for clients and their facilities.

Ms. Manos' experience spans marketing, finance, manufacturing, and general management. She has led global product development, business development, customer service, and manufacturing teams, and has experience in mergers and acquisitions.

Ms. Manos (age 50) is a member of the stewardship committee of the Holland Hospital Board, which is responsible for financing capital projects, oversight of the hospital's investment portfolio, and oversight of the overall financial health of the hospital. She is also a former member of the Audit and Compensation Committees of Select Comfort Corporation where she served as a director from 2007 until 2008.

Table of Contents

EDUARDO R. MENASCÉ

Eduardo R. Menascé joined the KeyCorp Board of Directors in 2002. He presently serves on the Audit Committee and has previously served on the Compensation and Organization Committee and the Nominating and Corporate Governance Committee. He has been designated as a financial expert as that term is defined by the SEC.

Mr. Menascé is the retired president of the Enterprise Solutions Group of Verizon Communications. Verizon Communications is one of the world's largest telecommunications companies with approximately 222,900 employees. Mr. Menascé's responsibilities at Verizon included oversight of sales, marketing, and service delivery for Verizon's largest business and government customers. Prior to his employment with Verizon, Mr. Menascé served as chief financial officer and chief operating officer of CANTV, the sole provider of comprehensive communications products and services in Venezuela. In these positions, Mr. Menascé led debt restructurings and initial public offerings. Prior to his employment with CANTV, Mr. Menascé held a variety of engineering and managerial positions, including chief financial officer, with GTE Corporation. Mr. Menascé was chief executive officer and chairman of CTI Movil, a US mobile provider in Argentina and has experience in debt renegotiations and high yield debt sales.

Mr. Menascé (age 64) serves on the boards of Hill-Rom Holdings, Inc. (since 2008) where he is a member of the audit committee, Hillenbrand, Inc. (since 2008) where he is the chair of the audit committee, John Wiley & Sons, Inc. (since 2006), and Pitney Bowes Inc. (since 2001). Mr. Menascé served on the board of Hillenbrand Industries, Inc. from 2004 until 2008 when it split into Hill-Rom Holdings, Inc. and Hillenbrand, Inc. Mr. Menascé is also a member of the board of the New York Chapter of the National Association of Corporate Directors.

HENRY L. MEYER III

Henry L. Meyer III is the Chairman of the Board and Chief Executive Officer of KeyCorp. He has served on the Board of Directors since 1996.

Mr. Meyer has spent his entire professional life in the financial services industry, joining the former Society National Bank (now KeyBank National Association) in 1972, and attaining positions of increasing responsibility throughout his career. He became Chairman and Chief Executive Officer of KeyCorp in 2001.

Mr. Meyer (age 60) is a past member of the boards of the Federal Reserve Bank of Cleveland and the Financial Services Roundtable and currently serves on the Federal Advisory Council of the Federal Reserve System.

Mr. Meyer also serves as a director of Continental Airlines, Inc. (since 2003) and is its Lead Director, served on the board of Lincoln Electric Company from 1994 to 2003, and serves in leadership roles in a number of civic and community organizations.

Table of Contents

EDWARD W. STACK

Mr. Stack was elected as a KeyCorp Director in March 2010. He is currently a member of the Audit Committee.

Since 1984, Mr. Stack has been Chairman of the Board of Directors and Chief Executive Officer of Dick's Sporting Goods, Inc., a leading authentic full-line sporting goods retailer offering a broad assortment of brand name sporting goods equipment, apparel, and footwear in a specialty store environment. Since 1977, Mr. Stack has served in leadership roles at Dick's in a variety of positions.

Mr. Stack has lead Dick's through a sustained period of growth, from two stores in upstate New York to 419 Dick's stores in 40 states and 91 Golf Galaxy stores in 31 states. During this time, he has also guided Dick's through a successful IPO and strategic business acquisitions, and has overseen the development of a successful e-commerce business and an international sourcing office in Hong Kong.

Mr. Stack (age 55) currently serves on the Board of Directors of the National Retail Federation and the Advisory Board of The Wharton School's Jay H. Baker Retailing Initiative.

THOMAS C. STEVENS

Thomas C. Stevens is Vice Chair and Chief Administrative Officer of KeyCorp. He has served on the Board of Directors since 2001. He has previously served on the Risk Management Committee and now serves on the Executive Committee.

Mr. Stevens' responsibilities as Chief Administrative Officer of KeyCorp include managing the human resources, legal, marketing and communications, technology and operations, and risk review groups as well as the Key Principal Partners segment of KeyCorp's operations.

Prior to joining KeyCorp in 1996, Mr. Stevens was the managing partner of Thompson Hine LLP, a law firm serving as counselors, advisors and advocates to a full spectrum of clients ranging from major public and private corporations to financial institutions, governments, nonprofit organizations, venture capitalists and individual entrepreneurs.

Mr. Stevens (age 60) is a member of the Financial Services Roundtable, the Council of Institutional Investors, and the New York Bankers Association as well as other professional, civic, and community organizations.

Table of Contents

CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2011

EDWARD P. CAMPBELL

Edward P. Campbell has served as a KeyCorp Director since 1999. Mr. Campbell now chairs the Compensation and Organization Committee and serves on the Nominating and Corporate Governance Committee. He has previously served on the Risk Management Committee as well as the Audit Committee where he served as Chair. Mr. Campbell is qualified as a financial expert as that term is defined by the SEC.

In January of this year, Mr. Campbell retired as Chief Executive Officer and President of Nordson Corporation. Mr. Campbell continued to serve as Chairman of Nordson until February of this year. Nordson is a multi-national maker of capital equipment with approximately 3,700 employees and direct operations and sales support offices in over 30 countries. Mr. Campbell joined Nordson in 1988 as vice president of corporate development. He rose to positions of greater responsibility and was elected chief executive officer in 1997 and chairman of the board and chief executive officer in 2004.

Prior to joining Nordson, Mr. Campbell spent 11 years in operating and financial management positions at The Standard Oil Company/British Petroleum, with responsibility for such functions as capital markets, treasury, cash management, financial planning, pension asset management, equity and fixed income management, and investment management functions, including fixed income and foreign exchange and derivatives trading. Mr. Campbell also had experience leading the retail operations of the company.

Mr. Campbell (age 60) serves on the board of The Lubrizol Corporation (since 2009) and served on the board of Nordson from 1994 to 2010 and OMNOVA Solutions, Inc. from 1999 until 2009. Mr. Campbell has had leadership roles in a number of civic and community organizations.

Table of Contents

H. JAMES DALLAS

Mr. Dallas joined the KeyCorp Board of Directors in 2005. Mr. Dallas serves on the Risk Management Committee and the Nominating and Corporate Governance Committee and previously served on the Audit Committee.

Mr. Dallas is senior vice president of quality and operations at Medtronic, Inc., a global medical technology company that employs approximately 38,000 people and does business in more than 120 countries. Mr. Dallas previously served as Senior Vice President and Chief Information Officer at Medtronic.

In his role as senior vice president of quality and operations, Mr. Dallas has responsibility for executing cross-business initiatives to maximize the company's global operating leveraging. Mr. Dallas also serves as a member of Medtronic's executive management team. Prior to joining Medtronic in 2006, Mr. Dallas was vice president and chief information officer at Georgia-Pacific Corporation, a maker of forest products. At Georgia Pacific, Mr. Dallas held a series of progressively more responsible information technology and operating roles. Mr. Dallas began his career as an internal auditor for C&S National Bank, a large regional bank in Atlanta, Georgia and has experience as a cost accountant with a focus on profitability and key profit drivers. The majority of Mr. Dallas' career has been focused on bridging the gap between strategy and execution; specifically, leading large, enterprise-wide projects.

Mr. Dallas (age 51) serves on the boards of civic and community organizations.

Table of Contents

LAURALEE E. MARTIN

Ms. Martin has been a KeyCorp Director since 2003. She serves as the Chair of the Risk Management Committee and has served on the Audit Committee (including service as its Chair) and the Nominating and Corporate Governance Committee. Ms. Martin has been designated a financial expert as that term is defined by the SEC.

Ms. Martin is the Chief Operating and Financial Officer of Jones Lang LaSalle, Inc., which provides comprehensive integrated real estate and investment management expertise on a local, regional and global level to owner, occupier and investor clients and also provides property and corporate facility management services. Jones Lang LaSalle has 180 corporate offices worldwide and operations in more than 750 locations in 60 countries and has approximately 36,600 employees. Ms. Martin is also the C-Suite sponsor for the firm's environmental sustainability commitments.

Prior to joining Jones Lang LaSalle, Ms. Martin worked in commercial lending at both General Electric Capital and Heller Financial with particular emphasis on real estate. From 1986 through 2001, she was employed by Heller Financial, a subsidiary of Fuji Bank Ltd., a bank holding company regulated by the Federal Reserve. While at Heller, Ms. Martin periodically met with representatives of both the Federal Reserve Board and the rating agencies in her role as Chief Financial Officer. As the Chief Financial Officer of Heller, she was involved in both the company's initial public offering and the successful sale of the company to General Electric Capital. In this role, she held overall responsibility for financial reporting, tax, treasury, asset distribution and investor relations. She was a member of several committees, whose responsibilities included strategic direction and decision, cost control, enterprise risk management including financial risk management and credit policy, and information investment technology. As Senior Group President at Heller, she was involved in matters of real estate, commercial and vendor equipment finance, small business administration, securitizations, mezzanine finance, and product development. Prior to joining Heller, Ms. Martin held a variety of managerial roles at General Electric Capital in construction lending, residential mortgage, venture real estate sale-leasebacks and real estate finance.

Ms. Martin (age 59) serves on the boards of HCP, Inc. (since 2008) and Jones Lang LaSalle (since 2005) and maintains leadership roles in a number of civic and community organizations. Ms. Martin served on the board of Gables Residential Trust from 1994 to 2005.

Table of Contents

BILL R. SANFORD

Bill R. Sanford has been a KeyCorp Director since 1999. He is currently a member and former Chair of the Risk Management Committee and previously served on the Audit Committee and Nominating and Corporate Governance Committee. Mr. Sanford has been designated as a financial expert as that term is defined by the SEC.

Mr. Sanford is the founder and chairman of Symark LLC, a technology commercialization and business development organization. Mr. Sanford is also the executive founder and retired chairman, president and chief executive officer of Steris Corporation, a global leader in infection and contamination preventions systems, products, services, and technologies that does business in more than 60 countries. Mr. Sanford is also chairman of the board of directors of Greatbatch, Inc., where he has been a director since 2000. Greatbatch is a leading provider of advanced technologies to the global medical device industry. He previously served as chair of the audit committee and lead independent director of that company.

Mr. Sanford is an experienced entrepreneur, executive, consultant, investor, and board member with extensive new venture, merger and acquisition, turnaround, senior management, and market development experience. He has public and private financing experience, including initial and secondary public stock offerings, structured debt financing, public stock mergers, and private equity and venture capital investments.

Mr. Sanford (age 65) is an active early stage and private equity investor through Symark and serves as a board member and advisor of public and private for-profit and not-for-profit corporations, investment limited partnerships, and venture capital firms.

Table of Contents

THE BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors. During the year ended December 31, 2009, there were ten meetings of KeyCorp's Board of Directors. Each member of KeyCorp's Board attended at least 75% of the aggregate of the meetings held by KeyCorp's Board of Directors and the meetings held by the committees of the Board on which such member served during 2009.

KeyCorp Board members are expected to attend KeyCorp's Annual Meetings of Shareholders. All Board members attended the 2009 Annual Meeting.

KeyCorp's Board of Directors currently exercises certain of its powers through its Audit, Compensation and Organization, Executive, Nominating and Corporate Governance, and Risk Management Committees. Each Committee has a Charter that can be found at www.key.com/ir.

Audit Committee. Ms. Gillis, Ms. Manos and Messrs. Bares (Chair), Menascé, Stack, and Ten Eyck (who is retiring at the 2010 Annual Meeting) are the current members of the Audit Committee. The functions of this Committee generally include matters such as oversight review of the financial information provided to KeyCorp's shareholders, appointment of KeyCorp's independent auditors, review of fees and services of the independent auditors, oversight review of the material examinations of KeyCorp and its affiliates conducted by federal and state regulatory and supervisory authorities, service as the audit committee of KeyCorp's banking subsidiary, oversight review of allowance for loan and lease losses methodology together with the Risk Management Committee, oversight review relating to financial reporting, compliance, legal, and information security and fraud risk matters, and supervision and direction of any special projects or investigations deemed necessary. A further discussion of the Committee's functions is set forth on page 24 of this proxy statement under the heading Board Oversight of Risk. KeyCorp's Audit Committee met twelve times in 2009.

Compensation and Organization Committee. Dr. Cartwright and Messrs. Campbell (Chair), Carrabba, and Cutler are the current members of KeyCorp's Compensation and Organization Committee. The functions of this Committee generally include:

1. developing, reviewing and approving KeyCorp's compensation philosophy and related programs,
2. determining the compensation and terms of employment of senior management,
3. determining participants and awards under executive incentive compensation plans and supplemental compensation plans,
4. approving employee and officer retirement, compensation and benefit plans or amendments thereto,
5. reviewing organization structure and staffing, KeyCorp's management depth, management development and succession plans, and
6. reviewing the Compensation Discussion and Analysis for the proxy statement.

KeyCorp's Compensation and Organization Committee met eight times in 2009. The Committee may delegate its authority to a subcommittee of its members.

Following the aforementioned six reviews, the Committee approves the goals and objectives of the Chief Executive Officer and other corporate senior executive officers and thereafter evaluates their performance in light of

Table of Contents

those goals and objectives. Based on this evaluation, the Committee approves their compensation and any adjustments or other changes to this compensation. The Committee takes into account, among other factors, the recommendation of the Chief Executive Officer and his direct reports as to the compensation of other senior executives.

In conjunction with the requirements of Section 111 of the Emergency Economic Stabilization Act of 2008 (EESA), as amended by the American Recovery and Reinvestment Act of 2009 (ARRA), on a semi-annual basis, the Committee also discusses, evaluates and reviews with KeyCorp's senior risk officers (i) the CEO and Named Executive Officers (Key Officers) compensation programs to ensure that these compensation programs do not encourage Key Officers to take unnecessary and excessive risks that threaten the value of KeyCorp, as well as (ii) KeyCorp's various employee compensation programs in light of the risks posed to KeyCorp by such programs and how to limit those risks as well as to ensure that these programs do not encourage the manipulation of KeyCorp's reported earnings to enhance the compensation of any KeyCorp employees.

Since September 21, 2009, the Committee has employed Compensation Advisory Partners LLC (Compensation Advisory) to assist the Committee in its evaluation of KeyCorp's various executive compensation programs. Compensation Advisory serves as an independent consultant to the Committee and it is expressly prohibited from performing any services to KeyCorp without first obtaining permission from the Chair of the Committee. A representative of Compensation Advisory attends all Committee meetings and frequently meets with the Committee without the presence of KeyCorp management.

Compensation Advisory's services to the Committee include:

1. assisting in setting base salary and short-term and long-term incentive compensation performance targets,
2. assisting in determining an appropriate peer group for executive compensation comparisons,
3. assisting in determining progress against incentive compensation performance goals, and
4. reporting on trends in executive compensation, as well as any other ad hoc services relating to executive compensation requested by the Committee.

Prior to September 21, 2009, Mercer, Inc. served as an independent consultant to the Committee. The services provided by Mercer, Inc. were similar in scope to those provided by Compensation Advisory. For 2009, Compensation Advisory's fee was \$23,120 and Mercer, Inc.'s fee was \$271,628 for the services provided. A fuller explanation of the Committee process relative to executive compensation is presented in the Compensation Discussion and Analysis found on page 52 of this proxy statement.

Executive Committee. Dr. Cartwright, and Messrs. Bares, Manos, Menascé, Meyer (Chair), Sanford, Stevens, and Ten Eyck are the current members of KeyCorp's Executive Committee. The functions of the Executive Committee are to exercise the authority of the Board of Directors, to the extent permitted by law, on any matter requiring Board or Board committee action between Board or Board committee meetings. The Executive Committee did not meet in 2009.

Nominating and Corporate Governance Committee. Messrs. Bares, Campbell, Cutler (Chair), and Dallas are members of KeyCorp's Nominating and Corporate Governance Committee. The Committee serves as the nominating committee for KeyCorp and, as such, recommends to the Board nominees or candidates to stand for election as directors. The Committee also oversees the annual board self-assessment process, including the individual

Table of Contents

director self-assessments. In addition, the functions of the Committee include matters such as oversight of board corporate governance matters generally, the annual review and recommendation to the Board of Directors of a director compensation program that may include equity based and incentive compensation plans, and oversight review of KeyCorp s directors and officers liability insurance program. The Nominating and Corporate Governance Committee met seven times in 2009.

The Committee uses market data to aid it in its annual review of KeyCorp s director compensation program. No executive officer has any role in determining the amount of director compensation although the Committee may seek assistance from executive officers of KeyCorp in designing equity compensation plans. The Committee may delegate its authority to a subcommittee of its members. No change in director compensation was made in 2009 except that, effective January 1, 2010, the Committee reduced to \$15,000 the annual fees paid to the Chairs of the Audit and Compensation and Organization Committees and increased to the same amount (that is, \$15,000) the annual fee paid to the Chair of the Risk Management Committee.

The director annual cash retainer has not increased since 2003. Equity awards are granted to directors under the Directors Deferred Share Plan which was adopted in 2003 and replaced the Directors Stock Option Plan. Awards under the Directors Deferred Share Plan have not changed since the Plan s inception. Other than several adjustments to fees paid to the Chairs of the Audit, Compensation and Organization, and Risk Management Committees (one of which is described in the preceding paragraph), director meeting fees have not increased since 1994.

The Committee uses the following criteria in director recruitment: (a) the nominee must have a record of high integrity and other requisite personal characteristics and must be willing to make the required time commitment; (b) the nominee should have a demonstrated breadth and depth of management and/or leadership experience, preferably in a senior leadership role, in a large or recognized organization (profit or nonprofit, private sector or governmental, including educational institutions, civilian or military); (c) the nominee should have a high level of professional or business expertise in areas of relevance to KeyCorp (such as technology, global commerce, marketing, finance, risk management, etc); (d) in the case of outside directors, the nominee should meet the independence criteria set forth in KeyCorp s Standards for Determining Independence of Directors; (e) the nominee should not be serving as a director of more than (i) two other public companies if he or she is a CEO of a public company, or (ii) three other public companies if he or she is not a CEO of a public company; (f) the nominee must demonstrate the ability to think and act independently as well as the ability to work constructively in the overall Board process; and (g) additional factors in evaluating the above skills would be a preference for nominees that improve the diversity of the Board in terms of gender, race, religion and/or geography. The above criteria other than (a) are not rigid rules that must be satisfied in each case, but are flexible guidelines to assist in evaluating and focusing the search for director candidates.

In evaluating potential first-time Board nominees, the Nominating and Corporate Governance Committee will consider: (a) the skills and business experience needed for the Board, (b) the current and anticipated composition of the Board in light of the business activities and needs of KeyCorp and the diverse communities and geographies served by KeyCorp, and (c) the interplay of the nominee s expertise and professional/business background in relation to the expertise and professional/business background of current Board members, as well as such other factors (including diversity) as the Nominating and Corporate Governance Committee deems appropriate. The Committee considers its search for a nominee successful if a nominee is found based on these considerations.

Table of Contents

The invitation to join the Board as a first-time director or to stand for election as a first-time nominee for director is extended by the Chair of the Nominating and Corporate Governance Committee after discussion with and approval by the Nominating and Corporate Governance Committee. Upon acceptance of the invitation by the proposed candidate, the recommendation of the candidate by the Nominating and Corporate Governance Committee will be made to the full Board for final approval.

The Nominating and Corporate Governance Committee has sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm fees and other retention terms. The Committee presently uses an independent search firm in identifying candidates. The Committee is continually in the process of identifying potential director candidates and Board members are encouraged to submit to the Chair of the Nominating and Corporate Governance Committee any potential nominee that any individual director would like to suggest.

Shareholders may submit to the Chair of the Committee any potential nominee that the shareholder would like to suggest. Any shareholder recommendation for a director nominee should contain background information concerning the recommended nominee, including (a) the name, age, business, and residence address of such person; (b) the principal occupation or employment of such person for the last five years; (c) the class and number of shares of capital stock of KeyCorp that are beneficially owned by such person; (d) all positions of such person as a director, officer, partner, employee, or controlling shareholder of any corporation or other business entity; (e) any prior position as a director, officer, or employee of a depository institution or any company controlling a depository institution; and (f) a statement of whether such individual would be willing to serve if nominated or elected. Any shareholder recommendation should also include, as to the shareholder giving the written notice, (a) a representation that the shareholder is a holder of record of shares of KeyCorp entitled to vote at the meeting at which directors are to be elected and (b) a description of all arrangements or understandings between the shareholder and such recommended person and any other person or persons (naming such person or persons). Shareholder recommendations should be provided to the Secretary of KeyCorp who will forward the materials to the Chair of the Committee.

Risk Management Committee. Mss. Gile and Martin (Chair) and Messrs. Dallas and Sanford are the current members of KeyCorp's Risk Management Committee. The functions of the Risk Management Committee generally include matters such as oversight review of risk management matters relating to credit risk, market risk, liquidity risk, strategic risk, and reputational risk, asset/liability management policies and strategies, compliance with regulatory capital requirements, KeyCorp's capital structure and capital management strategies, including compliance with regulatory capital requirements, KeyCorp's portfolio of Corporate-Owned Life Insurance, technology-related plans, policies, and major capital expenditures, the capital expenditure process, and together with the Audit Committee oversight review of allowance for loan and lease losses methodology. In addition, the Committee is charged with exercising the authority of the Board of Directors in connection with the authorization, sale and issuance by KeyCorp of debt and certain equity securities and the approval of certain capital expenditures. The Committee is also charged with making recommendations to the Board of Directors with respect to KeyCorp's dividend and share repurchase authorizations. A further discussion of the Committee's functions is set forth on page 24 of this proxy statement under the heading Board Oversight of Risk. The Risk Management Committee met nine times in 2009.

Table of Contents

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors has established and follows a corporate governance program and has assigned the Nominating and Corporate Governance Committee responsibility for the program. Following are KeyCorp's Corporate Governance Guidelines as adopted by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee.

I. DIRECTOR RESPONSIBILITY

Members of the Board of Directors are expected to exercise their business judgment to act in what they believe to be in the best interests of KeyCorp. In discharging this responsibility, Board members are entitled to rely on the honesty and integrity of KeyCorp's senior officers and outside advisors and consultants. Board members are expected to attend the Annual Meeting of Shareholders, Board meetings and meetings of committees upon which they serve and to review materials distributed in advance of meetings.

II. BOARD OF DIRECTORS SELF ASSESSMENT

The Board conducts an annual self-assessment process under the auspices of the Nominating and Corporate Governance Committee through self-assessment questionnaires to all Board members. The questionnaires are divided into two parts with the first part consisting of general Board self-assessment questions and the second part consisting of individual director self-assessment questions. The results of the general Board portion of the director self-assessment questionnaires are reviewed by the Board and changes in KeyCorp's corporate governance process are based on the results of the Board's review and analysis of the self-assessment questionnaires. Pursuant to the self-assessment process, the Board reviews, among other matters, agenda items, meeting presentations, advance distribution of agendas and materials for Board meetings, interim communications to directors, and access to and communications with senior management. The results of the individual director self-assessment portion of the questionnaire are reviewed by the members of the Nominating and Corporate Governance Committee. The Committee annually reviews the directors' effectiveness taking into account the results of the incumbent directors' individual self-assessment questionnaires, the Board's Director Recruitment Guidelines, the existing mix of skills, core competencies and qualifications of the Board as a whole, and other factors that the Committee determines to be relevant.

III. EXECUTIVE SESSIONS OF OUTSIDE DIRECTORS/LEAD DIRECTOR

The outside [non-management] directors routinely meet at regularly scheduled Board meetings in executive session without inside directors or executive management present. The Chair of the Nominating and Corporate Governance Committee presides over these executive sessions and serves as KeyCorp's lead director.

IV. BOARD COMPOSITION

Not more than two directors will be inside directors (*i.e.*, directors who are at the time also officers of KeyCorp). A retired Chief Executive Officer of KeyCorp shall no longer serve on the Board after he or she ceases to hold such office, except for a short interim transition period in which such person may serve as Chairman of the Board after ceasing to be Chief Executive Officer.

Table of Contents

V. DIRECTOR INDEPENDENCE

The Board has adopted standards for determining independence of directors and determined that at least two-thirds of KeyCorp's directors and all members of the Board committees performing the audit, compensation, corporate governance, and nominating functions must meet these independence standards. The standards for determining independence are [discussed on page 25 of this proxy statement]. In addition, members of the Audit Committee must comply with Rule 10A-3 of the Securities Exchange Act of 1934 which requires that an Audit Committee member must not be affiliated with KeyCorp nor accept directly or indirectly any fee from KeyCorp for accounting, consulting, legal, investment banking or financial advisory services.

VI. MAJORITY VOTING

In an uncontested election, any incumbent director who is a nominee for director who receives a greater number of votes Against his or her election than votes For such election (a Holdover Director) shall submit to the Board of Directors promptly following certification of the shareholder vote a written offer to resign as a director. Neither abstentions nor broker non-votes shall be deemed votes cast For or Against a nominee's election. The Nominating and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept or reject it. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the shareholder vote. As soon as practicable thereafter, the Board will disclose its decision (citing the reasons for rejecting the resignation offer, if applicable), in a press release to be disseminated in accordance with KeyCorp's Disclosure Policy. Any director who submits a written offer to resign as a director pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept or reject the resignation offer. However, if each member of the Nominating and Corporate Governance Committee is a Holdover Director, then the directors who meet KeyCorp's independence standards and who are not Holdover Directors shall appoint a special committee comprised exclusively of independent directors to consider the resignation offers and recommend to the Board to accept or reject them. Further, if the only directors who are not Holdover Directors constitute three or fewer directors, all directors may participate in the Board action regarding whether to accept or reject the resignation offers without action by the Nominating and Corporate Governance Committee or the appointment of or action by a special committee.

VII. DIRECTOR LEGAL OR CONSULTING FEES

The Board has determined that neither a director nor a firm affiliated with a director shall perform legal, consulting or other advisory services for KeyCorp, unless the Nominating and Corporate Governance Committee otherwise approves.

VIII. DIRECTOR RETIREMENT

The Board has adopted a retirement policy whereby an incumbent director is not eligible to stand for election as a director upon reaching age 70. Under the policy, a director is also requested to submit his or her resignation from the Board to the Nominating and Corporate Governance Committee in the event that the director retires from or otherwise leaves his or her principal occupation or employment. The Nominating and Corporate Governance Committee can choose to accept or reject the resignation.

Table of Contents

IX. DIRECTOR RECRUITMENT

The Board has adopted a formal policy delineating director recruitment guidelines to be utilized by the Board in identifying and recruiting director nominees for Board membership. The policy guidelines are designed to help insure that KeyCorp is able to attract outstanding persons as director nominees to the Board.

X. DIRECTOR COMPENSATION

The Board has determined that approximately 50% (in value) of the Board's compensation should be restricted or phantom stock based compensation in order to more closely align the economic interests of directors and shareholders. In addition, each year the Board reviews the cash component of its compensation which is in the form of director fees.

XI. DIRECTOR STOCK OWNERSHIP GUIDELINES

KeyCorp has adopted stock ownership guidelines for KeyCorp's outside directors which specify that each outside director should, by the fourth anniversary of such director's initial election, own at least 7,500 KeyCorp Common Shares, of which at least 1,000 shares should be directly owned by the director and be in the form of actual shares. For purposes of these guidelines, except for the 1,000 actual share requirement, Common Shares include actual shares, deferred or phantom stock units, and restricted shares.

XII. DIRECTOR ORIENTATION

A new director orientation is conducted for all new directors. The orientation consists of meetings with the Chief Executive Officer and other members of senior management including the senior officer who acts as the liaison for the committee(s) upon which the new director will serve.

XIII. DIRECTOR CONTINUING EDUCATION

Each director is encouraged to obtain the requisite training or education to fulfill his or her director responsibilities. In particular, if a director has accepted becoming Chair Elect of a Committee, in the year prior to the director becoming the Chair of the Committee, the director is encouraged to obtain director training and/or attend an educational session of relevance to that Committee. Similarly, within a year after accepting a new Committee assignment, a director is encouraged to obtain director training and/or attend an educational session of relevance to that Committee. Each director is expected to attend a director training or education session every three calendar years. KeyCorp will reimburse the reasonable costs and expenses of the training or education session incurred by the director (not including spousal expenses), including registration fees, travel, hotel accommodations and related meals, provided, however, if a director attends a session which will cover another company on whose board the director also serves, KeyCorp will, if the other company is willing, appropriately share the costs and expenses with the other company. Management will circulate brochures to directors of sessions. Directors are asked to advise management when they are signing up for a session.

XIV. LIMITATION ON PUBLIC COMPANY DIRECTORSHIPS

Unless the Nominating and Corporate Governance Committee determines otherwise, a directors should not serve as a director of more than three other public companies (for a total of four including KeyCorp), except that a

Table of Contents

director who is the chief executive officer of a public company should only serve as a director of up to two other public companies (for a total of three including KeyCorp and his or her own company).

XV. REPRICING OR BACK-DATING OPTIONS

The Board has determined that KeyCorp will not reprice or back-date options.

XVI. ONE YEAR HOLDING OF OPTION SHARES

The Compensation and Organization Committee has adopted a policy that stock options granted to the Chief Executive Officer, the Chief Administrative Officer, the Chief Financial Officer and all other Section 16 executives of KeyCorp will contain a provision requiring that all net shares obtained upon exercise of the option (less the applicable exercise price and withholding taxes) must be held for at least one year following the exercise date or, if later, until the executive's stock ownership meets KeyCorp's stock ownership guidelines. The policy applies to all options granted to such officers from and after the policy's adoption.

XVII. SENIOR EXECUTIVE STOCK OWNERSHIP GUIDELINES

KeyCorp has adopted stock ownership guidelines for KeyCorp's senior executives which specify that the Chief Executive Officer should own KeyCorp Common Shares with a value equal to at least five times salary payable in cash, of which 10,000 should be in the form of actual shares, that all members of KeyCorp's Management Committee should own KeyCorp Common Shares with a value equal to at least three times their respective salary payable in cash, of which 5,000 should be in the form of actual shares, and other corporate senior executives and line of business senior executives whose compensation is subject to individual review and approval by the Compensation and Organization Committee should own KeyCorp Common Shares with a value at least equal to two times their respective salary payable in cash, of which 2,500 should be in the form of actual shares. Newly hired executives and recently promoted executives are encouraged to meet or exceed their required ownership levels within three years of the date they become subject to the guidelines and are required to comply within five years. Once an executive has achieved compliance, he/she will be considered to be in compliance for up to three years unless they take action (i.e. sale of shares) which takes them out of compliance. For purposes of these guidelines, Common Shares include actual shares, restricted shares and phantom stock units.

XVIII. SENIOR EXECUTIVE OFFICER COMPLIANCE WITH PROVISIONS OF THE EMERGENCY ECONOMIC STABILIZATION ACT OF 2008

KeyCorp's Senior Executive Officers, as defined by the Emergency Economic Stabilization Act of 2008 (EESA), shall comply with all provisions of the EESA including, without limitation, agreeing to the recovery or clawback of any bonus and incentive compensation paid to the Executive based on statements of earnings, gains, or other criteria that are later proven to be materially inaccurate.

XIX. REVIEW OF BENEFIT PLANS FOR COMPLIANCE WITH THE PROVISIONS OF THE EMERGENCY ECONOMIC STABILIZATION ACT OF 2008

The Compensation and Organization Committee reviews KeyCorp's incentive compensation arrangements for Senior Executive Officers with KeyCorp's Chief Risk Officer and Chief Auditor to assure these incentive compensation arrangements do not encourage KeyCorp's Senior Executive Officers to take unnecessary and excessive risks and thereby threaten the value of KeyCorp.

Table of Contents

XX. EXTENSIONS OF CREDIT COLLATERALIZED BY KEYCORP STOCK

The Board has determined that neither KeyCorp nor its subsidiaries will extend to any director or executive officer covered by KeyCorp's stock ownership guidelines credit collateralized by KeyCorp stock.

XXI. FORMAL EVALUATION OF CHIEF EXECUTIVE OFFICER

The Compensation and Organization Committee conducts an annual evaluation of the Chief Executive Officer which includes soliciting input from the full Board. The results of the annual evaluation are discussed with the Board as a whole in executive session.

XXII. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Board members have complete access to KeyCorp's management. If the Board member feels that it would be appropriate, the member is asked to inform the Chief Executive Officer of his or her contact with the officer in question. Members of senior management normally attend portions of each Board meeting. The Board may, when appropriate, obtain advice and assistance from outside advisors and consultants.

XXIII. SUCCESSION PLANNING/MANAGEMENT DEVELOPMENT

The Compensation and Organization Committee, as a part of its oversight of the management and organizational structure of KeyCorp, annually reviews and approves KeyCorp's management succession plan for the CEO and other senior officers and annually reviews KeyCorp's program for management development and, in turn, reports on and reviews these matters, and their independent deliberations, with the Board in executive session.

XXIV. AUDITOR PROHIBITED FROM DOING PERSONAL TAX WORK FOR SENIOR EXECUTIVE OFFICERS

KeyCorp's independent auditors shall not serve as the personal tax advisors or preparers for KeyCorp senior executives who are members of KeyCorp's Management Committee, officers of KeyCorp in a financial reporting oversight role or their immediate families unless exempted by the rules of the Public Company Accounting Oversight Board, or executives of KeyCorp who are expatriates.

XXV. CORPORATE GOVERNANCE FEEDBACK

The Board encourages management to meet periodically with significant investors to discuss KeyCorp's corporate governance practices. Management reports the results of the meetings to the Nominating and Corporate Governance Committee in order that the Board can more readily consider the views of significant investors when the Board shapes its corporate governance practices.

XXVI. COMMITTEE STRUCTURE

The Board exercises certain of its powers through its Audit, Compensation and Organization, Nominating and Corporate Governance, Executive, and Risk Management Committees. Each Committee has a Charter that defines the scope of its duties and responsibilities. Each Committee reviews its Charter annually and recommends its approval to the full Board which in turn approves the Charter. The Audit, Compensation and Organization, and Nominating and Corporate Governance Committees are comprised of only independent directors. Each Board member sits on at least one Committee. The frequency, length and agendas of Committee meetings are determined

Table of Contents

by the Committee Chair in consultation with Committee members and appropriate members of senior management. The Committee Chair reports to the full Board on the matters undertaken at each Committee meeting. The Audit, Compensation and Organization, Nominating and Corporate Governance, and Risk Management Committees meet in executive session on a regular basis.

BOARD LEADERSHIP STRUCTURE

Our governance structure follows a successful leadership model under which our Chief Executive Officer also serves as Chairman of the Board. Several years ago, our Board created the position of Lead Director, and Alexander M. Cutler, who has served on our Board since 2000, serves as Lead Director. The Lead Director assumes specific responsibilities, including chairing executive sessions of the Board, actively participating in setting the agenda for Board meetings with the Chairman on behalf of the independent directors, and acting as the primary non-management contact for shareholders.

The Board recognizes that different leadership models may, depending upon individual circumstances, work for other companies and may be appropriate for our company under different circumstances. Currently, we believe that our Company has been well-served by the combined Chief Executive Officer and Chairman leadership structure, complemented by an effective Lead Director. We believe the Company has greatly benefited from having a single person setting the tone and direction for our Company and having primary responsibility for managing our operations, while allowing the Board to carry out its oversight responsibilities with the full involvement of each independent director.

Our Board is comprised of fourteen independent directors, and two members of management. Of our fourteen independent directors, six are currently serving or have served as a chief executive officer of a publicly traded company. Each committee of the Board is chaired by an independent director. Our Chairman and Chief Executive Officer has benefited from the extensive leadership experience of our Board of Directors.

Annually, the Board evaluates the leadership structure and it will continue to do so as circumstances change, including when a new Chief Executive Officer is elected. We believe the current leadership structure under which our Chief Executive Officer serves as Chairman of the Board, our Board committees are chaired by independent directors, and a Lead Director assumes specified responsibilities on behalf of the independent directors is the optimal Board leadership structure for our Company and our shareholders at this time.

BOARD OVERSIGHT OF RISK

The Board of Directors has delegated the primary oversight responsibility for risk to the Audit Committee and the Risk Management Committee. The Audit Committee has oversight responsibility over internal audit, financial reporting, compliance and legal matters, the implementation, management, and evaluation of operational risk and controls, and information security and fraud risk. The Risk Management Committee has oversight responsibility over credit risk, market risk, liquidity risk, strategic risk, and reputational risk. The Committees jointly provide oversight review of the allowance for loan and lease losses methodology. The Chairs of each Committee report to the full Board at each Board meeting on risk oversight issues.

As part of the risk oversight process, the Board has formed a senior level management committee called the Enterprise Risk Management Committee (the ERM Committee). The ERM Committee consists of Mr. Meyer, the

Table of Contents

Chief Executive Officer, and his direct reports which include Mr. Hyle, KeyCorp's Chief Risk Officer. The ERM Committee meets weekly and is the central governance committee to manage risk and to insure that the corporate risk profile is managed in a manner consistent with the KeyCorp risk appetite. The ERM Committee also is responsible for implementation of KeyCorp's Enterprise Risk Management Program. This Program encompasses KeyCorp's risk philosophy, policy, framework and governance structure for the management of risks across the entire company. The ERM Committee reports to the Risk Management Committee. The Board of Directors approves the Enterprise Risk Management Program as well as KeyCorp's risk appetite.

The Board through its Compensation and Organization Committee also oversees risk as it relates to KeyCorp's compensation policies and practices. A full discussion of this issue is set forth in the Compensation and Organization Committee Report (Including Discussion of Compensation Policies and Practices as They Relate to Risk Management) set forth on page 88 of this proxy statement.

COMMUNICATIONS WITH THE BOARD

Interested parties may make their comments and views about KeyCorp known to the directors by directly contacting the Lead Director by mailing a statement of their comments and views to KeyCorp at its corporate headquarters in Cleveland, Ohio. Such correspondence should be addressed to the Lead Director, KeyCorp Board of Directors, care of the Secretary of KeyCorp, and marked Confidential.

DIRECTOR INDEPENDENCE

As part of its Corporate Governance Guidelines, the Board has adopted categorical standards to determine Director independence that conform to the New York Stock Exchange independence standards. The specific KeyCorp standards are set forth on KeyCorp's website: www.key.com/ir. Generally, under these standards, a director is not independent:

- (1) if he or she or an immediate family member has received during any twelve-month period within the last three years more than \$100,000 in direct compensation from KeyCorp (other than current or deferred director fees) (*directly compensated individual*);
- (2) if, within the past three years, he or she has been employed by KeyCorp or an immediate family member has been an executive officer of KeyCorp (*former employee*);
- (3) if (a) he or she or an immediate family member is a current partner of a firm that is KeyCorp's internal or external auditor; (b) he or she is a current employee of such a firm; (c) he or she has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance practice; or (d) he or she or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on KeyCorp's audit within that time (*former auditor*);
- (4) if, within the past three years, he or she has been employed by a company upon whose Board an executive officer of KeyCorp concurrently serves or an immediate family member has been employed as an executive officer by a company upon whose compensation committee an executive officer of KeyCorp concurrently serves (*interlocking director*);

Table of Contents

(5) if he or she is employed by, or an immediate family member is an executive officer of, a significant customer or supplier of KeyCorp. An entity is a significant customer of KeyCorp if during any of the last three years the customer made payments for property or services to KeyCorp in an amount that exceeded the greater of \$1 million or 2% of the customer's consolidated gross revenues. Likewise, an entity is a significant supplier of KeyCorp if during any of the last three years the amount paid to the supplier by KeyCorp exceeded the greater of \$1 million or 2% of the supplier's consolidated gross revenues (*significant customer or supplier*);

(6) if he or she is an executive officer of a not-for-profit entity that has received significant contributions from KeyCorp during the last three years. An entity will be deemed to have received significant contributions from KeyCorp if KeyCorp's annual contribution to the entity exceeds the greater of \$1 million or 2% of the entity's total annual revenues (*significant charitable contribution recipient*); or

(7) if he or she has, or is affiliated with an entity that has, a loan from KeyCorp which (a) was not made in the ordinary course of business by a KeyCorp subsidiary, (b) was not made on the same terms as comparable transactions with other persons, (c) involved when made more than the normal risk of collectibility, or (d) is characterized as criticized or classified by the KeyCorp subsidiary (*non-independent borrower*).

Messrs. Meyer and Stevens are not independent because they are employees of KeyCorp. As an employee of KeyCorp, Mr. Meyer and members of his immediate family received in 2009 a standard employee discount on trust services provided by KeyCorp totaling approximately \$8,940. The Board of Directors has determined that all other members of the Board of Directors (*i.e.*, Dr. Cartwright, Mss. Gile, Gillis, Manos, and Martin, and Messrs. Bares, Campbell, Carrabba, Cutler, Dallas, Menascé, Sanford, Stack, and Ten Eyck) are independent and that Ralph Alvarez was independent prior to his retirement on May 21, 2009. The determination was made by reviewing the relationship of each of these individuals to KeyCorp in light of the KeyCorp categorical standards of independence and such other factors, if any, as the Board deemed relevant. Members of the Audit, Compensation and Organization, and Nominating and Corporate Governance Committees are all independent.

In determining the independence of the aforementioned members of the Board of Directors, the Board considered certain transactions, relationships, or arrangements between those directors and KeyCorp. The Board determined that none of these transactions, relationships, or arrangements is in conflict with KeyCorp's categorical standards of independence and that no such transaction, relationship or arrangement is material or impairs any director's independence for any other reason. The transactions, relationships, and arrangements considered by the Board and determined to be immaterial were as follows: Dr. Cartwright and Messrs. Bares, Campbell, Carrabba, Cutler, Sanford, and Ten Eyck were customers of one or more of KeyCorp's subsidiary banks or other subsidiaries during 2009 and had transactions with such banks or other subsidiaries in the ordinary course of business. In addition, Dr. Cartwright and Messrs. Bares, Campbell, Carrabba, Cutler, Gillis, Sanford, and Ten Eyck are officers of, or have a relationship with, corporations or are members of partnerships that were customers of such banks or other subsidiaries during 2009 and had transactions with such banks or other subsidiaries in the ordinary course of business. All loans included in such transactions were made on substantially the same terms, including rates and collateral, as those prevailing at the time for comparable transactions with other persons, and did not involve more than normal risks of collectibility or present other unfavorable features. Similar transactions continue to be effected during 2010. In 2009, KeyCorp entered into a transaction with Eaton Corporation for the purchase of goods and services. Mr. Cutler is the Chairman and Chief Executive Officer of Eaton Corporation. The transaction involved the purchase and installation of electrical equipment through a competitive bidding process in which Eaton Corporation was determined to be the best and also the lowest bidder. The amount of the transaction is approximately \$255,000

Table of Contents

which is .002% of Eaton's 2009 revenues. In 2009, KeyCorp entered into four unrelated transactions with Jones Lang LaSalle, Inc. Ms. Martin is the Chief Operating and Financial Officer of Jones Lang LaSalle, Inc. The first transaction involved continued services by a real estate broker who had previously worked with KeyCorp and whose company had merged into Jones Lang LaSalle. The amount of the transaction is approximately \$83,000 which is .003% of Jones Lang LaSalle's 2009 revenues. The second transaction involved the hiring of Jones Lang LaSalle as a receiver and property manager for distressed property in which KeyCorp has an interest. Jones Lang LaSalle received approximately \$288,000 in 2009 for this work and was paid out of the cash flow of the property in question. This amount is approximately .01% of Jones Lang LaSalle's 2009 revenues. The third transaction was for the oversight of lease negotiations and renewal, buyout, and disposition negotiations for certain KeyCorp properties. This work was competitively bid and Jones Lang LaSalle was the best and also the lowest bidder. The amount of the transaction is approximately \$2,950,000 which is .1% of Jones Lang LaSalle's 2009 revenues. The fourth transaction involved work identifying sites in the Denver, Colorado area for new automated teller machines. The amount of the transaction is approximately \$216,000 which is .009% of Jones Lang LaSalle's 2009 revenues.

KeyCorp has adopted a Policy for Review of Transactions between KeyCorp and its Directors, Executive Officers, and Other Related Persons. A copy of the Policy can be found at www.key.com/ir. The transactions subject to the Policy include any transaction, relationship, or arrangement with KeyCorp in which any director, executive officer or other related person has a direct or indirect material interest other than transactions, relationships or arrangements excepted by the Policy. These exceptions include transactions available to all KeyCorp employees generally, transactions involving compensation or indemnification of executive officers or directors authorized by the Board of Directors or one of its committees, transactions involving reimbursement for routine expenses, and transactions occurring in the ordinary course of business. The Nominating and Corporate Governance Committee is responsible for applying the Policy and uses the factors included in the Policy in making its determinations. These factors include whether the transaction is in conformity with KeyCorp's Code of Ethics and Corporate Governance Guidelines and is in KeyCorp's best interests; whether the transaction is on terms comparable to those that could be obtained in arms length dealings with an unrelated third party; whether the transaction would be disclosable under Item 404 of Regulation S-K under the Exchange Act; and whether the transaction could call into question the independence of any of KeyCorp's outside directors.

**APPROVAL OF KEYCORP
2010 EQUITY COMPENSATION PLAN**

Issue Two

General

On March 11, 2010, KeyCorp's Board of Directors approved the 2010 Equity Compensation Plan (the "Equity Plan"), subject to shareholder approval at the 2010 Annual Meeting. The Equity Plan permits KeyCorp to provide equity-based compensation to key employees in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units and other awards.

The Board of Directors believes that the Equity Plan will provide KeyCorp with the ability to offer a variety of compensatory awards designed to advance the interests and long-term success of KeyCorp by encouraging stock ownership among key employees and, correspondingly, increasing their personal involvement with the future of KeyCorp.

Table of Contents

KeyCorp has historically provided equity-based awards under various plans, including most recently under the 2004 Equity Compensation Plan (the 2004 Plan), the Deferred Equity Allocation Plan (the Equity Allocation Plan) and the Directors' Deferred Share Plan (the Deferred Share Plan).

If approved by shareholders, the Equity Plan will become effective. If the Equity Plan becomes effective, no further awards will be made under the 2004 Plan and the Equity Allocation Plan will be amended so that only 7,000,000 shares will remain available for future awards under that plan.

Equity Plan Highlights

The Equity Plan authorizes KeyCorp's Compensation and Organization Committee (the Committee) to provide equity-based compensation in the form of stock options, stock appreciation rights (SARs), restricted stock, restricted stock units (RSUs), performance shares, performance units and other awards for the purpose of providing KeyCorp's officers and employees incentives for effective service and high levels of performance. Some of the key features of the Equity Plan that reflect KeyCorp's commitment to effective management of incentive compensation are set forth below and are described more fully under the heading Summary of the Plan and in the Equity Plan, which is attached to this proxy statement as Appendix A.

Plan Limits. The total number of KeyCorp Common Shares that may be issued or transferred in connection with awards under the Equity Plan is limited to 38,000,000 Common Shares, plus any shares relating to awards that expire or are forfeited or cancelled or for which the benefit provided by the award is settled in cash. For each award granted under the Equity Plan that is not a stock option or a SAR, 2.05 Common Shares will be subtracted from the maximum number of Common Shares available under the Equity Plan for every Common Share issued or transferred under the award. For awards of stock options and SARs, one Common Share will be subtracted from the maximum number of Common Shares available under the Equity Plan for every Common Share issued or transferred under the award. The Equity Plan also includes the following additional limits:

no participant will be granted stock options or SARs for more than an aggregate of 1,000,000 Common Shares during any one calendar year;

no participant will be granted awards intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code of restricted stock, RSUs, performance shares or other stock-based awards for more than 7,500,000 Common Shares during any one calendar year;

no participant will be granted awards intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code in the form of other awards payable in cash with an aggregate maximum value in excess of \$7,500,000 during any one calendar year;

no participant will be granted performance units intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code with an aggregate maximum value in excess of \$7,500,000 during any one calendar year; and

no more than an aggregate of 5,000,000 Common Shares may be issued or transferred under the Equity Plan upon the exercise of incentive stock options.

Table of Contents

No Liberal Recycling Provisions. The Equity Plan provides that only Common Shares relating to awards that expire or are forfeited or cancelled, or Common Shares relating to awards the benefit of which is paid in cash instead of Common Shares, will again be available for issuance under the Equity Plan. The following Common Shares will not be added back to the aggregate plan limit:

Common Shares tendered in payment of an option exercise price;

Common Shares withheld by KeyCorp to satisfy tax withholding obligations; and

Common Shares that are repurchased by KeyCorp with stock option proceeds.

In addition, all Common Shares relating to a SAR, to the extent that it is exercised and settled in Common Shares, and whether or not Common Shares are actually issued to the participant upon exercise of the right, will be considered issued or transferred pursuant to the Equity Plan when the SAR is exercised.

Minimum Vesting Periods. The Equity Plan provides that, except for awards covering up to an aggregate of 5% of the total number of Common Shares available for awards under the Equity Plan:

restrictions on restricted stock and RSUs that lapse by the passage of time may not lapse sooner than one-third per year (on a ratable basis) over three years except in connection with the retirement, death or disability of a participant or a change of control;

restricted stock and RSUs that vest upon the achievement of performance goals may not vest sooner than one year from the date of grant, subject to earlier lapse or modification in connection with the retirement, death or disability of a participant or a change of control;

the performance period relating to awards of performance shares and performance units will be no less than one year, subject to earlier lapse or modification in connection with the retirement, death or disability of a participant or a change of control;

restrictions on other awards that lapse by the passage of time may not lapse sooner than one-third per year (on a ratable basis) over three years except in connection with the retirement, death or disability of a participant or a change of control; and

other awards that vest upon the achievement of performance goals may not vest sooner than one year from the date of grant, subject to earlier lapse or modification in connection with the retirement, death or disability of a participant or a change of control.

No Repricing of Stock Options or SARs. Repricing of stock options and SARs without shareholder approval is prohibited under the Equity Plan, except for adjustments made in connection with certain corporate transactions.

Double-Trigger Acceleration upon a Change of Control. The Equity Plan includes a double-trigger feature with respect to the acceleration of unvested or unearned awards in connection with a change of control. If a change of control occurs, unless otherwise specified in the award agreement, a participant's unvested or unearned awards will not automatically vest unless KeyCorp terminates the participant's employment without cause or the participant terminates his or her employment for good reason, within a two-year period following the change of control.

Table of Contents

Other Features. The Equity Plan also provides that no stock options or SARs will be granted with an exercise or base price less than the fair market value of KeyCorp's Common Shares on the date of grant. No stock options or SARs will expire any later than the tenth anniversary of the date of grant. The Equity Plan is designed to allow awards made under the Equity Plan to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code.

KeyCorp had an aggregate of 878,960,282 Common Shares outstanding as of March 23, 2010, which was the record date. As of March 23, 2010, KeyCorp had 43,167,995 Common Shares reserved for issuance and available for future grants under its equity plans, including 32,124,586 Common Shares under the 2004 Plan, 10,777,556 Common Shares under the Equity Allocation Plan and 265,853 Common Shares under the Deferred Share Plan. As of March 23, 2010, there are 10,905,399 full-value awards issued and outstanding and 32,578,653 options outstanding under KeyCorp's equity plans, with a weighted average exercise price of the outstanding options of \$24.60 and a weighted average remaining term for the outstanding options of 5.5 years. If the Equity Plan becomes effective, no further awards will be made under the 2004 Plan and the Equity Allocation Plan will be amended so that only 7,000,000 shares will remain available for future awards under that plan.

Summary of the Plan

The following summary describes the material terms and provisions of the Equity Plan. The description of the Equity Plan is qualified by reference to the full text of the Equity Plan, which is included as Appendix A to this Proxy Statement.

Administration. The Equity Plan will be administered by the Committee, which will:

determine the employees who are eligible to participate in the Equity Plan, the type, size, and terms of awards, the time or times at which awards will be exercisable or at which restrictions, conditions, and contingencies will lapse, and the terms and provisions of the instruments by which awards will be evidenced;

establish any other restrictions, conditions, and contingencies on awards in addition to those prescribed by the Equity Plan;

interpret the Equity Plan; and

make all determinations necessary for the administration of the Equity Plan.

In addition, the Committee may delegate to one or more of its members or to one or more officers of KeyCorp, or to one or more agents or advisors, such administrative duties or powers as it may deem advisable. The Committee, or any person to whom duties or powers have been delegated, may employ one or more persons to render advice with respect to any responsibility the Committee or such person may have under the Equity Plan. The Committee may authorize one or more officers of KeyCorp to do one or both of the following on the same basis as the Committee: designate employees to be recipients of awards under the Equity Plan and determine the size of any such awards. The Committee may not, however, delegate such responsibilities to any such officer for awards granted to an employee who is an officer, director, or more than 10% beneficial owner subject to Section 16 of the Securities Exchange Act of 1934 (the Exchange Act), as determined by the Committee in accordance with Section 16 of the Exchange Act. In addition, the resolution providing for such authorization must set forth the total number of Common Shares a delegate officer may grant and the officer must report periodically to the Committee regarding the nature and scope of the awards granted pursuant to the delegated authority.

Table of Contents

Shares Available Under the Equity Plan. Subject to adjustment as provided in the Equity Plan, the number of Common Shares of KeyCorp that may be issued or transferred

upon the exercise of stock options or SARs,

in payment of restricted stock and released from a substantial risk of forfeiture,

in payment of RSUs,

in payment of performance shares or performance units that have been earned,

in payment of dividend equivalents paid with respect to awards made under the Equity Plan,

as or in payment of other awards, or

in payment of any other award pursuant to the Equity Plan,

may not exceed in the aggregate 38,000,000 Common Shares, plus any shares relating to awards that expire or are forfeited or cancelled. Any Common Shares issued under plans assumed by KeyCorp in corporate transactions or issued in substitution for awards held by employees of another company who become employees of KeyCorp or a subsidiary as a result of corporate transactions will not count against this plan limit. Common Shares may be shares of original issuance, treasury shares or Common Shares acquired on the open market specifically for distribution under the Equity Plan. For each award granted under the Equity Plan that is not a stock option or a SAR, 2.05 Common Shares will be subtracted from the maximum number of Common Shares available under the Equity Plan for every Common Share issued or transferred under the award. For awards of stock options and SARs, one Common Share will be subtracted from the maximum number of Common Shares available under the Equity Plan for every Common Share issued or transferred under the award. The Equity Plan also includes the following additional limits:

no participant will be granted stock options or SARs for more than an aggregate of 1,000,000 Common Shares during any one calendar year;

no participant will be granted awards intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code of restricted stock, RSUs, performance shares or other stock-based awards for more than 7,500,000 Common Shares during any one calendar year;

no participant will be granted awards intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code of other awards payable in cash with an aggregate maximum value in excess of \$7,500,000 during any one calendar year;

no participant will be granted performance units intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code with an aggregate maximum value in excess of \$7,500,000 during any one calendar year; and

no more than an aggregate of 5,000,000 Common Shares may be issued or transferred under the Equity Plan upon the exercise of incentive stock options.

Table of Contents

The Equity Plan provides that only Common Shares relating to awards that expire or are forfeited or cancelled, or Common Shares relating to awards the benefit of which is paid in cash instead of Common Shares, will again be available for issuance under the Equity Plan. The following Common Shares will not be added back to the aggregate plan limit:

- Common Shares tendered in payment of an option exercise price;
- Common Shares withheld by KeyCorp to satisfy tax withholding obligations; and
- Common Shares that are repurchased by KeyCorp with stock option proceeds.

In addition, all Common Shares relating to a SAR, to the extent that it is exercised and settled in Common Shares, and whether or not Common Shares are actually issued to the participant upon exercise of the right, will be considered issued or transferred pursuant to the Equity Plan when the SAR is exercised.

Adjustments Upon Changes in Common Shares. In the event of any stock dividend, stock split, a share combination of the Common Shares, any reclassification, recapitalization, merger, consolidation, other form of business combination, liquidation, or dissolution involving KeyCorp or any spin-off or other distribution to shareholders of KeyCorp (other than normal cash dividends), appropriate adjustments will be made to

- the maximum number of Common Shares that may be issued under the Equity Plan,
- the maximum number of Common Shares that may be issued under the Equity Plan pursuant to incentive stock options,
- the maximum number of Common Shares with respect to which any participant may receive awards during any calendar year or calendar years, and
- the number and kind of shares subject to, the price per share under and the terms and conditions of each then-outstanding award, to the extent necessary and in such manner that the benefits of participants under all then-outstanding awards will be maintained substantially as before the occurrence of such event.

In addition, for each stock option or SAR with an option exercise price or base price greater than the consideration offered in connection with any such transaction or event or change of control, the Committee may in its sole discretion elect to cancel such stock option or SAR without any payment. In general, adjustments will be made in compliance with Section 409A of the Internal Revenue Code.

Eligibility. Awards under the Equity Plan may be granted only to employees of KeyCorp and its subsidiaries, the number of which is presently estimated to be 16,500 persons. The Committee, or its delegate, determines which persons will receive awards and the number of shares subject to such awards.

Stock Options. Stock options may be granted under the Equity Plan and provide the right to purchase Common Shares at a price not less than the fair market value of the Common Shares subject to the options on the date of grant (generally the closing price of a Common Share on the New York Stock Exchange on the date of grant). The closing market price of KeyCorp Common Shares as reported on the New York Stock Exchange on March 23, 2010 was \$7.69 per share.

Stock options granted under the Equity Plan may be either incentive stock options (ISOs) or non-qualified stock options. As required by the Internal Revenue Code, the aggregate fair market value of KeyCorp s Common Shares (determined as of the date of grant) for which ISOs may first be exercisable by any individual during any

Table of Contents

calendar year under the Equity Plan, together with that of Common Shares subject to ISOs under any other plan of KeyCorp, will not exceed \$100,000. ISOs may only be granted to participants who satisfy the definition of employee under Section 3401(c) of the Internal Revenue Code.

The exercise price of a stock option may be paid in cash or such other form of consideration as the Committee determines, including securities or other property, or, to the extent permitted by law, by delivery of irrevocable instructions to a broker to promptly deliver to KeyCorp the amount of sale or loan proceeds from the Common Shares subject to the stock option to pay the exercise price. The Committee may also allow a participant to transfer Common Shares acquired upon the exercise of a part of a stock option in payment of the exercise price payable upon immediate exercise of a further part of the stock option.

Stock options will become exercisable in one or more installments at the time or times provided in the award agreement evidencing the stock option. The stock option agreement may provide that specified performance goals must be achieved as a condition to the exercise of the stock option. A stock option will expire at the time set forth in the stock option agreement, which expiration will be not later than ten years after the grant date. No dividends or dividend equivalents will be paid on stock options under the Equity Plan. Stock options also may become exercisable on an accelerated basis in connection with certain events such as a termination of employment by reason of death, disability, normal or early retirement, or a change of control.

Stock Appreciation Rights. Tandem and free-standing SARs (Tandem SARs and Free-Standing SARs) may be granted under the Equity Plan. Tandem SARs are granted in connection with stock options and provide the holders of stock options with an alternative method of realizing the benefits of those stock options. Free-Standing SARs are not granted in tandem with an stock option and entitle the holder of the Free-Standing SAR to receive from KeyCorp, upon exercise of the Free-Standing SAR or any portion thereof, an amount equal to 100% or such lesser percentage as the Committee may determine, of the excess, if any, of the fair market value of the Common Shares underlying the Free-Standing SARs being exercised over the aggregate base price of the Common Shares underlying the Free-Standing SARs being exercised. Amounts payable upon exercise of a Tandem SAR or Free-Standing SAR are payable by KeyCorp at the time of exercise in cash, in Common Shares, or in any combination of cash and Common Shares as determined by the Committee.

Tandem SARs and Free-Standing SARs may be exercised only:

on a date when the SAR is in the money ;

with respect to Tandem SARs, at a time and to the same extent as the related stock option is exercisable and by surrender, unexercised, of the related stock option or any applicable portion of the related stock option; and

in compliance with all applicable restrictions specified in the applicable award agreement.

The award agreement may specify that the amount payable on exercise of a SAR may not exceed a maximum amount, waiting periods for and restrictions on permissible exercise periods in connection with grants of SARs, and performance goals that must be achieved as a condition of the exercise of SARs. SARs also may become exercisable on an accelerated basis in connection with certain events such as a termination of employment by reason of death, disability, normal or early retirement, or a change of control. Award agreements for Free-Standing SARs must specify a base price for the Free-Standing SAR that is equal to or greater than the fair market value of the Common

Table of Contents

Shares subject to the Free-Standing SAR on the date of grant. No SAR may be exercised more than ten years from the grant date, and no dividends or dividend equivalents will be paid on grants of SARs under the Equity Plan.

Restricted Stock. The Committee may grant participants restricted stock, which is an award of Common Shares subject to such restrictions as the Committee may provide in the award agreement evidencing the restricted stock. Any restricted stock granted under the Equity Plan will be subject to the restriction that the participant not sell, transfer, otherwise dispose of, or pledge or otherwise hypothecate the restricted stock during a restriction period specified by the Committee and such other restrictions and conditions as the Committee may impose. The award agreement relating to the restricted stock may also provide that the restricted period will terminate or terminate early upon the achievement of specified performance goals. Restrictions relating to restricted stock that vests upon the achievement of performance goals may not terminate sooner than one year from the date that the restricted stock is granted. If the elimination of restrictions is based only on the passage of time, rather than the achievement of performance goals, the period of time will be no shorter than three years, except that the restrictions may be removed ratably during the three-year period, on an annual basis, as determined by the Committee on the date the restricted stock is granted. The Committee may grant some awards, including restricted stock, that are not subject to these minimum vesting requirements, so long as the aggregate number of such awards does not exceed 5% of the total number of Common Shares available under the Equity Plan. Restricted stock also may vest on an accelerated basis in connection with certain events such as a termination of employment by reason of death, disability, normal or early retirement, or a change of control.

Upon payment of any acquisition price for the restricted stock, a participant will have full voting and dividend rights with respect to that restricted stock, subject only to the restrictions noted above. The Committee may specify in the award agreement that any or all dividends or other distributions paid on the restricted stock during the restriction period be automatically deferred and reinvested in additional shares of restricted stock, which may be subject to the same restrictions as the underlying award of restricted stock, except that dividends or other distributions on restricted stock with restrictions that lapse as a result of the achievement of performance goals will be deferred until and paid contingent upon the achievement of the applicable performance goals.

RSUs. The Committee may grant to participants RSUs, which constitute an agreement to issue Common Shares or pay cash to the participant in consideration of the performance of services, but subject to the fulfillment of such conditions as the Committee may specify. Restrictions relating to RSUs that vest upon the achievement of performance goals may not terminate sooner than one year from the date that the RSUs are granted. If the elimination of restrictions is based only on the passage of time rather than the achievement of performance goals, the period of time will be no shorter than three years, except that the restrictions may be removed no sooner than ratably on an annual basis during the three-year period as determined by the Committee on the date the RSUs are granted. The Committee may grant some awards, including RSUs, that are not subject to these minimum vesting requirements, so long as the aggregate number of such awards does not exceed 5% of the total number of Common Shares available under the Equity Plan. RSUs also may vest on an accelerated basis in connection with certain events such as a termination of employment by reason of death, disability, normal or early retirement, or a change of control.

A participant holding RSUs will have no right to transfer any rights under his or her award and no right to vote shares deliverable upon payment of the RSUs. The Committee may authorize the payment of dividend equivalents on the Common Shares underlying the RSUs on either a current or deferred or contingent basis, either in cash or in additional Common Shares, except that dividends or other distributions on Common Shares underlying RSUs with restrictions that lapse as a result of the achievement of performance goals will be deferred until and paid contingent upon the achievement of the applicable performance goals.

Table of Contents

Performance Shares and Performance Units. The Committee may grant to participants awards consisting of performance shares and/or performance units. An award of performance shares is an award denominated in Common Shares and contingent upon attainment of one or more performance goals by the participant, KeyCorp or any subsidiary or any sub-unit of KeyCorp or of any subsidiary over one or more periods selected by the Committee. An award of performance units is a bookkeeping entry that records a unit equal to \$1.00 and is contingent upon attainment of one or more performance goals by the participant, KeyCorp or any subsidiary or any sub-unit of KeyCorp or of any subsidiary over one or more periods selected by the Committee. The Committee will have full discretion to specify the performance goals with respect to each grant of performance shares and performance units, subject to the considerations discussed below under Compliance with Section 162(m) of the Code. Unless otherwise provided in an award agreement, a participant must be employed throughout a performance period to be entitled to any payment with respect to performance shares or performance units that may be earned during that period. The Committee may establish one or more formulas to determine whether all, some portion but less than all, or none of the performance shares or performance units granted with respect to any performance period will be treated as earned during that performance period.

KeyCorp may pay a participant for performance shares and performance units earned during any performance period in cash, Common Shares, or any combination of cash and Common Shares, as the Committee may determine. Any dividend equivalents paid on grants of performance shares will be deferred and contingent on the participant's earning of the underlying performance shares. The performance period for grants of performance shares or performance units will be no less than one year. The Committee may grant some awards, including performance shares or performance units, that are not subject to this minimum vesting requirement, so long as the aggregate number of such awards does not exceed 5% of the total number of Common Shares available under the Equity Plan. Performance shares and performance units also may be earned or vest on an accelerated basis in connection with certain events such as a termination of employment by reason of death, disability, normal or early retirement, or a change of control.

Other Awards. The Committee may grant to participants other awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Common Shares or factors that may influence the value of such shares, including, without limitation:

convertible or exchangeable debt securities;

other rights convertible or exchangeable into Common Shares;

purchase rights for Common Shares;

awards with value and payment contingent upon performance of KeyCorp or specified subsidiaries, affiliates or other business units or any other factors designated by the Committee; and

awards valued by reference to the book value of Common Shares or the value of securities of, or the performance of specified subsidiaries or affiliates or other business units of KeyCorp.

The Committee will determine the terms and conditions of such other awards. Common Shares delivered pursuant to another award in the nature of a purchase right will be purchased for such consideration, paid for at such time, by such methods, and in such forms, including, without limitation, cash, Common Shares, other awards, notes or other property, as the Committee determines. Cash awards, as an element of or supplement to any other award granted under the Equity Plan, may also be granted under the Equity Plan. Common Shares may be granted as a

Table of Contents

bonus or in lieu of obligations of KeyCorp or any of its subsidiaries to pay cash or deliver other property under the Equity Plan or under other plans or compensatory arrangements, subject to such terms as determined by the Committee in compliance with Section 409A of the Internal Revenue Code. If the earning or vesting of, or elimination of restrictions applicable to, other awards is based only on the passage of time rather than the achievement of management objectives, the period of time will be no shorter than three years, except that the restrictions may be removed no sooner than ratably on an annual basis during the three-year period as determined by the Committee at the date of grant. If the earning or vesting of, or elimination of restrictions applicable to, other awards is based on the achievement of performance goals, the earning, vesting or restriction period may not terminate sooner than one year from the date of grant. The Committee may grant some awards, including other awards, that are not subject to these minimum vesting requirements, so long as the aggregate number of such awards does not exceed 5% of the total number of Common Shares available under the Equity Plan. Other awards also may be earned or vest on an accelerated basis in connection with certain events such as a termination of employment by reason of death, disability, normal or early retirement, or a change of control.

Treatment of Awards Upon Termination of Employment.

Termination of Employment Other than Upon Death, Disability, Retirement or After a Change of Control. In general, a stock option and SARs may be exercised only while the participant is employed. Following a participant's termination of employment for any reason other than the participant's retirement, disability, or death or within two years after a change of control, he or she may:

exercise an incentive stock option and any related Tandem SARs during the three-month period following such termination or, if earlier, until its expiration date,

exercise a nonqualified stock option and any related Tandem SARs during the six-month period following such termination or, if earlier, until its expiration date, and

exercise a Free-Standing SAR during the six-month period following such termination or, if earlier, until its expiration date.

Unless the applicable award agreement provides otherwise, shares of restricted stock, RSUs, performance shares, performance units and other awards with respect to which conditions or restrictions have not lapsed will be forfeited as of the date of termination of employment.

Retirement of the Participant. If a participant's employment is terminated due to retirement, he or she may exercise any outstanding and exercisable stock options, whether incentive or nonqualified stock options, related Tandem SARs and Free-Standing SARs during the three year-period following his or her termination of employment, or, if earlier, until the award's expiration date. However, an ISO that is exercised more than one year after termination of employment will cause the stock option to be treated as a nonqualified stock option.

The relevant award agreement may provide that the participant or, with respect to nonqualified stock options, any transferee will have the right to exercise, until no later than the expiration of the relevant award, nonqualified stock options, ISOs and SARs to the extent such stock options and SARs become exercisable by their terms prior to the expiration of the relevant award (or such earlier date as specified in the relevant award agreement), notwithstanding the fact that such stock options and SARs were not exercisable in whole or in part (whether because a condition to exercise had not yet occurred or a specified time period had not yet elapsed or otherwise) on the date of the termination of the participant's employment.

Table of Contents

Unless otherwise provided in the relevant award agreement, upon retirement, the participant will forfeit each share of restricted stock, RSU, performance share, performance unit and other award with respect to which, as of that date, any restrictions, conditions, or contingencies have not lapsed.

Disability of the Participant. If a participant's employment is terminated due to disability, he or she, or his or her attorney in fact or legal guardian, may exercise any outstanding and exercisable stock options, whether incentive or nonqualified stock options, related Tandem SARs and Free-Standing SARs during the three year-period following his or her termination of employment, or, if earlier, until the award's expiration date. However, an ISO that is exercised more than one year after termination of employment will cause the stock option to be treated as a nonqualified stock option.

Unless otherwise provided in the relevant award agreement, upon a termination of employment due to disability, the participant will forfeit each share of restricted stock, RSU, performance share, performance unit and other award with respect to which, as of that date, any restrictions, conditions, or contingencies have not lapsed.

Death of the Participant. If a holder of an incentive or nonqualified stock option or a SAR dies during employment or during the period following termination of employment when that stock option or SAR may be exercised, the participant's executor or administrator or a permitted transferee of the stock option may exercise the stock option or SAR during the three-year period immediately following the participant's death or, if earlier, until the award's expiration date. If the holder of a nonqualified stock option dies less than one year before the scheduled expiration date of the option, the expiration date of the stock option will be extended to the first anniversary of the holder's death, but the stock option expiration date will not be extended beyond ten years from the date of grant of the stock option.

Unless otherwise provided in the relevant award agreement, upon a termination of employment due to the participant's death, the participant will forfeit each share of restricted stock, RSU, performance share, performance unit and other award with respect to which, as of that date, any restrictions, conditions, or contingencies have not lapsed.

Termination Following a Change of Control.

Unless otherwise specified in the relevant award agreement, if, within two years following the date of a change of control, a participant's employment with KeyCorp terminates for any reason other than a voluntary resignation or a termination for cause (as both such terms are defined in the Equity Plan), then each award granted to such participant under the Equity Plan prior to the change of control that then remains outstanding will be automatically treated as follows:

outstanding stock options will become immediately exercisable in full;

tandem SARs related to any such stock options will also become immediately exercisable in full;

outstanding free-standing SARs will become exercisable in full;

the restriction periods with respect to all outstanding awards of restricted stock will immediately terminate;

the restrictions, conditions or contingencies on any RSUs or other awards will immediately terminate; and

the restrictions, conditions, or contingencies on any performance shares and performance units will be modified in such manner as the Committee may specify to give the participant the benefit of those performance shares or performance units through the date of termination.

Table of Contents

Additionally, the participant, or with respect to nonqualified stock options any transferee, will have the right, during the two-year period following the termination of employment or until the stock options or SARs expire under their original terms, to exercise any stock options and related SARs that were outstanding on the date of termination if and to the same extent as those stock options and SARs were exercisable by the participant or transferee (as the case may be) on the date of termination. In the case of ISOs, exercise of those stock options more than three months after the date of termination may cause the stock option to fail to qualify for incentive stock option treatment under the Internal Revenue Code.

The Committee has the authority to modify in the award agreement the periods specified above during which options are exercisable following the participant's retirement, disability, death or termination of employment following a change of control.

Change of Control. In general, a change of control will be deemed to have occurred under the Equity Plan if: (1) KeyCorp is merged with or into, is consolidated with or becomes a subsidiary of another corporation such that KeyCorp's shareholders own less than 45% of the surviving entity or KeyCorp's directors serve as less than half of the directors of the surviving entity; (2) a person or group buys 35% or more of KeyCorp's outstanding voting stock; (3) KeyCorp's shareholders approve a plan of its dissolution; (4) KeyCorp closes a sale or similar disposal of all or substantially all of its assets; or (5) without approval of the Board of Directors, a person or group announces that it intends to effect any of the triggers described above, to solicit proxies for a proposal not approved by the Board of Directors or engage in an election contest, and, within two years, KeyCorp experiences a turn-over (not approved by KeyCorp) of more than half of its directors.

Harmful Activity. If a participant engages in Harmful Activity (as defined in the Equity Plan) during his or her employment or within six months after termination of employment, then, subject to exception in certain circumstances, certain adverse consequences are provided for in the Equity Plan, including KeyCorp's recapture (or clawback) of Common Shares underlying certain vested awards, profits realized upon the exercise of certain stock options or SARs and profits realized upon the sale of Common Shares underlying certain vested awards.

No Repricing. Except in connection with certain corporate transactions or events, the terms of outstanding awards may not be amended to reduce the exercise price of outstanding stock options or the base price of outstanding stock appreciation rights, and no outstanding stock options or stock appreciation rights may be cancelled in exchange for other awards, or cancelled in exchange for stock options or stock appreciation rights with an exercise price or a base price that is less than the exercise price of the original stock options or the base price of the original stock appreciation rights, as applicable, or cancelled in exchange for cash, without approval by the shareholders of KeyCorp. These restrictions are intended to prohibit the repricing of underwater stock options and stock appreciation rights and will not be construed to prohibit the adjustments related to the corporate transactions discussed above. The Equity Plan may not be amended with respect to this prohibition on repricing without approval by the shareholders of KeyCorp.

Amendment. The Board of Directors, or a duly authorized committee thereof, may alter or amend the Equity Plan from time to time prior to its termination in any manner the Board of Directors, or such duly authorized committee, may deem to be in the best interests of KeyCorp and its shareholders. However, if an amendment to the Equity Plan

would materially increase the benefits accruing to participants under the Equity Plan;

Table of Contents

would materially increase the number of securities that may be issued under the Equity Plan;

would materially modify the requirements for participation in the Equity Plan; or

must otherwise be approved by the shareholders of KeyCorp in order to comply with applicable law or the rules of the New York Stock Exchange or, if the Common Shares are not traded on the New York Stock Exchange, the principal national securities exchange upon which the Common Shares are traded or quoted,

then such amendment will be subject to shareholder approval and will not be effective unless and until such approval has been obtained. Presentation of the Equity Plan or any amendment thereof for shareholder approval will not be construed to limit KeyCorp's authority to offer similar or dissimilar benefits in plans that do not require shareholder approval.

The Committee will have the authority to amend the terms and conditions applicable to outstanding awards

in any case where expressly permitted by the terms of the Equity Plan or of the relevant award agreement; or

in any other case with the consent of the participant to whom the award was granted.

Except as expressly provided in the Equity Plan or in the award agreement evidencing the award, the Committee may not, without the consent of the holder of an award granted under the Equity Plan, amend the terms and conditions applicable to that award in a manner adverse to the interests of the participant.

Assignment and Transfer. Nonqualified stock options may not be assigned or transferred (other than by will or by the laws of descent and distribution) unless the Committee, in its sole discretion, determines to allow such assignment or transfer and, if the Committee determines to allow any such assignment or transfer, the transferee will have the power to exercise such nonqualified stock option in accordance with the terms of the award and the provisions of the Equity Plan. No ISO, SAR, restricted stock during its applicable restriction period, RSU, performance share or unvested other award may be transferred other than by will or by the laws of descent and distribution. In no event may any award granted under the Equity Plan be transferred for value. During a participant's lifetime, only the participant (or in the case of incapacity of a participant, the participant's attorney in fact or legal guardian) may exercise any ISO or SAR.

Withholding. KeyCorp will withhold from any payments of cash made pursuant to the Equity Plan such amount as is necessary to satisfy all applicable federal, state, and local withholding tax obligations. Except as otherwise determined by the Committee, a participant (or other person exercising stock options with respect to withholding taxes upon exercise of such stock options) may elect, or the Committee may require such participant or other person, to satisfy, in whole or in part, any withholding tax obligation that may arise in connection with the grant of an award, the lapse of any restrictions with respect to an award, the acquisition of Common Shares pursuant to any award, or the disposition of any Common Shares received pursuant to any award by having KeyCorp hold back some portion of the Common Shares that would otherwise be delivered pursuant to the award or by delivering to KeyCorp an amount equal to the withholding tax obligation arising with respect to such grant, lapse, acquisition, or disposition in (1) cash, (2) Common Shares, or (3) such combination of cash and Common Shares as the Committee may determine. The fair market value of the Common Shares to be so held back by KeyCorp or delivered by the participant will be determined as of the date on which the obligation to withhold first arose.

Awards in Substitution for Awards Granted by Other Companies. Awards, whether ISOs, nonqualified stock options, SARs, restricted stock, RSUs, performance shares, performance units or other awards, may be granted

Table of Contents

under the Equity Plan in substitution for awards held by employees of a company who become employees of KeyCorp or a subsidiary as a result of the merger or consolidation of the employer company with KeyCorp or a subsidiary, or the acquisition by KeyCorp or a subsidiary of the assets of the employer company, or the acquisition by KeyCorp or a subsidiary of stock of the employer company as a result of which it becomes a subsidiary. The terms, provisions, and benefits of the substitute awards so granted may vary from the terms, provisions and benefits set forth in or authorized by the Equity Plan to such extent as the Committee at the time of the grant may deem appropriate to conform, in whole or in part, to the terms, provisions, and benefits of the awards in substitution for which they are granted.

Duration and Termination of the Equity Plan. Subject to shareholder approval, the Equity Plan will become effective and will be deemed to have been adopted on March 11, 2010, which was the date the Equity Plan was approved and adopted by the Board of Directors. However, that if the Equity Plan is not approved by the affirmative vote of the holders of the requisite number of outstanding Common Shares on or prior to December 31, 2010, the Equity Plan will be void and of no further effect. The Equity Plan will remain in effect until March 11, 2020, which is the date that is 10 years from March 11, 2010. All grants made on or prior to such date of termination will continue in effect thereafter, subject to their respective terms and the terms of the Equity Plan.

Conditions. The Committee may condition the grant of any award or combination of awards authorized under the Equity Plan on the surrender or deferral by the participant of his or her right to receive a cash bonus or other compensation otherwise payable to the participant by KeyCorp or a subsidiary, subject to such terms as will be determined by the Committee in a manner that complies with Section 409A of the Internal Revenue Code.

Acceleration. If permitted by Section 409A of the Internal Revenue Code, in the event of a termination of employment by reason of death, disability, normal or early retirement, or a change of control, of a participant who holds a stock option or a SAR not immediately exercisable in full, or any restricted stock as to which the substantial risk of forfeiture or the prohibition or restriction on transfer has not lapsed, or any RSU as to which any period of deferral has not been completed, or any performance share, performance units or other awards that have not been fully earned, or who holds Common Shares subject to any transfer restriction imposed under the Equity Plan, the Committee may, in its sole discretion, accelerate the time at which such stock option or SAR may be exercised or the time at which such substantial risk of forfeiture or prohibition or restriction on transfer will lapse or the time when such period of deferral will end or the time at which such performance shares, performance units or other awards will be deemed to have been fully earned or the time when such transfer restriction will terminate or may waive any other limitation or requirement under any such award. However, in the case of an award intended to qualify as qualified performance-based compensation under Section 162(m) of the Internal Revenue Code, acceleration is not permitted in the event of normal or early retirement.

Special Vesting Provisions. In addition to the provisions in the Equity Plan regarding acceleration of awards, up to 5% of the maximum number of Common Shares that may be issued or transferred under the Equity Plan, as may be adjusted, may be used for restricted stock, RSUs, performance shares, performance units and other awards granted under the Equity Plan that do not comply with the applicable three-year vesting requirements with respect to time-vest awards or the applicable one-year vesting requirements with respect to awards subject to the achievement of performance goals.

Deferral. To the extent permitted by Section 409A of the Internal Revenue Code, the Committee may permit participants to elect to defer the issuance of Common Shares or the settlement of awards in cash under the Equity

Table of Contents

Plan pursuant to such rules, procedures or programs as it may establish for purposes of the Equity Plan. The Committee also may provide that deferred issuances and settlements include the payment or crediting of dividend equivalents or interest on the deferral amounts, to the extent permitted by Section 409A of the Internal Revenue Code.

Compliance with Section 162(m) of the Internal Revenue Code. Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation over \$1 million paid or otherwise taxable to certain executive officers employed by KeyCorp at the end of the applicable year. Qualifying performance-based compensation is not subject to the deduction limit if certain requirements are met. In the case of stock options, performance shares, performance units, restricted stock, RSUs and other awards with performance-based vesting, the applicable plan must provide a maximum number of shares or maximum value with respect to which such awards may be granted during a specified period. The Equity Plan provides that no participant will be granted stock options or SARs for more than 1,000,000 Common Shares, or awarded more than \$7,500,000 worth (determined at the time of grant) of performance units or other awards or awarded restricted stock, RSUs, performance shares or other awards with performance goals for more than 7,500,000 Common Shares (if such awards are intended to qualify under Section 162(m)), in any calendar year. In addition, the applicable plan and the performance goals must be approved by shareholders at least every five years. As used in the Equity Plan, the term performance goal means the measurable performance goal or goals specified by the Committee in connection with the grant of performance shares or performance units, or when so determined by the Committee, stock options, SARs, restricted stock, RSUs, other awards or dividend credits. Performance goals may be described in terms of KeyCorp-wide objectives or objectives that are related to the performance of the individual participant or of the subsidiary, division, department, region or function within KeyCorp or a subsidiary in which the participant is employed. The performance goals may be made relative to the performance of one or more other companies or subsidiaries, divisions, departments, regions or functions within such other companies, and may be made relative to an index or one or more of the performance goals themselves. The Committee may grant awards with performance goals that are either intended to be qualified performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code or awards that are not intended to so qualify. The performance goals applicable to any award that is intended to be qualified performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code to a covered employee within the meaning of Section 162(m) of the Internal Revenue Code will be based on one or more of, a combination of, or ratios involving the following criteria:

earnings per share;

total revenue;

net interest income;

noninterest income;

net income;

net income before tax;

noninterest expense;

efficiency ratio;

return on equity;

Table of Contents

return on assets;
economic profit added;
loans;
deposits;
tangible equity;
assets;
net charge-offs; and
nonperforming assets.

If the Committee determines that a change in the business, operations, corporate structure or capital structure of KeyCorp, or the manner in which it conducts its business, or other events or circumstances render the performance goals unsuitable, the Committee may in its discretion modify such performance goals or the related minimum acceptable level of achievement, in whole or in part, as the Committee deems appropriate and equitable, including, without limitation, to exclude the effects of extraordinary items, unusual or non-recurring events, cumulative effects of tax or accounting changes, discontinued operations, acquisitions, divestitures and material restructuring or asset impairment charges, except in the case of an award intended to be qualified performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code (other than in connection with a change of control) where such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Internal Revenue Code. In such case, the Committee will not make any modification of the performance goals or minimum acceptable level of achievement with respect to such covered employee.

U.S. Federal Income Tax Consequences

The following discussion of some of the U.S. Federal income tax consequences of certain transactions under the Equity Plan is based on an analysis of the Internal Revenue Code as currently in effect, existing laws, judicial decisions and administrative rulings and regulations, all of which are subject to change.

Tax Consequences to Participants

Non-Qualified Stock Options. In general: (1) at the time a non-qualified stock option is granted, no income will be recognized by a participant; (2) at the time of exercise of a non-qualified option, ordinary income will be recognized by the participant in an amount equal to the difference between the exercise price paid for the shares and the fair market value of the shares if they are non-restricted on the date of exercise; and (3) at the time of sale of shares acquired pursuant to the exercise of a non-qualified stock option, any appreciation (or depreciation) in the value of the shares after the date of exercise will be treated as a capital gain (or loss).

ISOs. No income generally will be recognized by a participant upon the grant or exercise of an ISO. The exercise of an ISO, however, may result in alternative minimum tax liability. If Common Shares are issued to a participant pursuant to the exercise of an ISO and no disqualifying disposition of the shares is made by the participant within two years after the date of grant or within one year after the transfer of the shares to the

Table of Contents

participant, then upon the sale of the shares any amount realized in excess of the exercise price will be taxed to the participant as a capital gain and any loss sustained will be a capital loss.

If Common Shares acquired upon the exercise of an ISO are disposed of prior to the expiration of either holding period described above, the participant generally will recognize ordinary income in the year of disposition in an amount equal to any excess of the fair market value of the shares at the time of exercise (or, if less, the amount realized on the disposition of the shares in the sale or exchange) over the exercise price paid for the shares. Any further gain (or loss) realized by the participant generally will be taxed as a capital gain (or loss).

Appreciation Rights. No income will be recognized by a participant in connection with the grant of a SAR. When the SAR is exercised, the participant normally will be required to include as taxable ordinary income in the year of exercise an amount equal to the amount of any cash, and the fair market value of any unrestricted Common Shares, received pursuant to the exercise.

Restricted Stock. A participant receiving restricted stock generally will be subject to tax at ordinary income rates on the fair market value of the restricted stock reduced by any amount paid by the participant at such time as the shares are no longer subject to a risk of forfeiture or restrictions on transfer for purposes of Section 83 of the Internal Revenue Code. However, a participant who elects under Section 83(b) of the Internal Revenue Code within 30 days of the date of award of the restricted stock will have taxable ordinary income on the date of award of the Common Shares equal to the excess of the fair market value of the Common Shares (determined without regard to the risk of the forfeiture or restrictions on transfer) over any purchase price paid for the Common Shares. If a Section 83(b) election has not been made, any dividends received with respect to restricted stock that are subject at that time to a risk of forfeiture and restrictions on transfer generally will be treated as additional compensation income and not as dividend income.

Restricted Stock Units. No income generally will be recognized upon the award of RSUs. A participant receiving RSUs generally will be subject to tax at ordinary income rates on the fair market value of unrestricted Common Shares on the date that such shares are transferred to the participant under the award (reduced by any amount paid by the participant for such RSUs), and the capital gains/loss holding period for such shares will also commence on such date.

Performance Shares and Performance Units. No income generally will be recognized upon the grant of performance shares or performance units. Upon payment in respect of the earn-out of performance shares or performance units, the participant generally will be required to include as taxable ordinary income in the year of receipt an amount equal to the amount of cash received and the fair market value of any nonrestricted Common Shares received.

Other Awards. No income generally will be recognized upon the grant of other awards. Upon payment of other awards, the participant generally will be required to include as taxable ordinary income in the year of receipt an amount equal to the amount of cash received and the fair market value of any unrestricted Common Shares received.

Tax Consequences to KeyCorp

To the extent that a participant recognizes ordinary income in the circumstances described above, KeyCorp or the subsidiary for which the participant performs services will be entitled to a corresponding deduction provided

Table of Contents

that, among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an excess parachute payment within the meaning of Section 280G of the Internal Revenue Code, and is not disallowed by the \$1 million limitation on certain executive compensation contained in Section 162(m) of the Internal Revenue Code. As long as KeyCorp is a TARP recipient, the \$1 million limitation is reduced to \$500,000.

Registration with the SEC

KeyCorp intends to file a Registration Statement on Form S-8 relating to the issuance of Common Shares under the Equity Plan with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, as soon as is practicable after approval of the Equity Plan by the shareholders.

New Plan Benefits

Because awards to be granted in the future under the Equity Plan are at the discretion of the Committee, it is not possible to determine the benefits or the amounts to be received under the Equity Plan by KeyCorp's employees.

For grants made during fiscal year 2009 to KeyCorp's named executive officers, please see the 2009 Grants of Plan-Based Awards Table on page 70 of this proxy statement.

Vote Required. Approval of this proposal will require the affirmative vote of a majority of the KeyCorp Common Shares represented in person or by proxy at the Annual Meeting.

The Board of Directors of KeyCorp unanimously recommends that the shareholders vote FOR approval of the KeyCorp 2010 Equity Compensation Plan.

Issue Three

**AMENDMENT TO ARTICLES AND REGULATIONS
CONCERNING THE VOTING RIGHTS
OF SERIES B PREFERRED STOCK**

The Board of Directors is proposing that KeyCorp's Articles and Regulations be amended as set forth in Appendix B to this proxy statement to conform the voting rights of the Series B Preferred Stock issued to the U.S. Treasury with the standard terms mandated by the U.S. Treasury under the TARP Capital Purchase Program, which was created under the Emergency Economic Stabilization Act of 2008 (EESA).

Background

On October 14, 2008, the U.S. Treasury announced the creation of the TARP Capital Purchase Program to encourage U.S. financial institutions to raise capital in order to increase the flow of financing to businesses and consumers in the U.S. The TARP Capital Purchase Program was designed to attract broad participation by healthy financial institutions and to do so in a way that would attract private capital to those institutions with the goal of increasing confidence in U.S. financial institutions and increasing the confidence of those financial institutions to lend.

Table of Contents

On November 14, 2008, KeyCorp and the U.S. Treasury entered into and consummated a Letter Agreement, dated November 14, 2008, and a Securities Purchase Agreement Standard Terms (collectively, the Purchase Agreement), pursuant to which KeyCorp issued to the U.S. Treasury (i) 25,000 shares of Series B Preferred Stock, and (ii) a warrant to purchase 35,244,361 KeyCorp Common Shares, at an exercise price of \$10.64 per share, subject to certain anti-dilution and other adjustments, for an aggregate purchase price of \$2.5 billion. Pursuant to the Purchase Agreement, KeyCorp agreed to include in its proxy statement for the 2009 Annual Meeting of Shareholders and thereafter a proposal to amend Article IV of KeyCorp s Articles in the form set forth on Appendix B hereto to conform the voting rights of the Series B Preferred Stock with the standard terms for shares of senior preferred stock issued to the U.S. Treasury under the TARP Capital Purchase Program.

What are these Amendments intended to accomplish?

The U.S. Treasury requires that shares of preferred stock purchased by it pursuant to the TARP Capital Purchase Program have certain limited class voting rights that are different from those currently provided for under the Articles or Ohio law. Therefore, pursuant to the Purchase Agreement, KeyCorp agreed with the U.S. Treasury to include in its proxy statement for the 2009 Annual Meeting of Shareholders a proposal to amend the Articles to provide for the required voting rights. Unless KeyCorp s shareholders approve these proposed amendments to the Articles and Regulations, KeyCorp is required to submit the proposed amendments at each subsequent annual meeting of its shareholders until such approval is obtained. Because KeyCorp s shareholders failed to approve the proposed amendments to the Articles and Regulations at the 2009 Annual Meeting, this proposal is being resubmitted to the shareholders at this Annual Meeting.

The proposed amendments to Article IV, Part A, Section 2(a) and Article IV, Part E of the Articles would revise the express terms of the issued and outstanding shares of the Series B Preferred Stock to provide limited voting rights that conform to the standard terms required in connection with the TARP Capital Purchase Program, including (1) to allow shares of Series B Preferred Stock to vote as a class with any other preferred stock having similar voting rights for the election and removal of two directors of KeyCorp (the Preferred Directors) in the event KeyCorp fails to pay dividends on such shares of preferred stock purchased by the U.S. Treasury for six quarterly dividend periods, whether or not consecutive and (2) to allow shares of Series B Preferred Stock to vote as a class on certain significant corporate actions, namely the authorization of any senior stock, any amendment to the terms of the Series B Preferred Stock purchased by the U.S. Treasury, and certain share exchanges, reclassifications, mergers and consolidations.

The proposed amendment to Article II, Section 11(b) of the Regulations would expressly provide that any standard for removing directors contained in the Articles will govern if there is any conflict with the standards for removing directors set forth in the Regulations. Similarly, the proposed amendment to Article II, Section 12 of the Regulations would expressly provide that any procedures for filling vacancies on the Board of Directors contained in the Articles will govern if there is any conflict with the procedures for filling vacancies on the Board set forth in the Regulations.

Table of Contents

What voting rights do shares of KeyCorp s Preferred Stock presently have?

The Articles confer the following voting rights on shares of Preferred Stock, including the Series B Preferred Stock:

Whenever KeyCorp fails to pay full dividends on any series of Preferred Stock for six quarterly dividend payment periods, whether or not consecutive, the holders of all outstanding series of Preferred Stock, voting as a single class without regard to series, will be entitled to vote for the election of two additional directors until full cumulative dividends for all past dividend payment periods on all series of Preferred Stock have been paid or declared and set apart for payment and non-cumulative dividends have been paid regularly for at least one full year;

The affirmative vote or consent of the holders of at least two-thirds of all of the shares of the then outstanding shares of Preferred Stock, voting as a separate class, shall be required to amend, alter or repeal the provisions of the Articles or Regulations which would be substantially prejudicial to the voting powers, rights, or preferences of the holders of such outstanding shares of Preferred Stock; *provided, however*, that neither the amendment of the Articles to authorize or to increase the authorized or outstanding number of shares of any class ranking junior to or on a parity with Preferred Stock, nor the amendment of the Regulations so as to change the number of KeyCorp s directors, will be deemed to be substantially prejudicial to the voting powers, rights, or preferences of the holders of Preferred Stock; and provided further that if any amendment, alteration, or repeal would be substantially prejudicial to the rights or preferences of one or more but not all of the then outstanding series of Preferred Stock, the affirmative vote or consent of the holders of at least two-thirds of the then outstanding shares of the series so affected shall also be required;

The affirmative vote or consent of the holders of at least two-thirds of the then outstanding shares of Preferred Stock, voting as a single class, shall be required to effect any one or more of the following: (i) the authorization of, or the increase in the authorized number of, any shares of any class ranking senior to the Preferred Stock; or (ii) the purchase or redemption for sinking fund purposes or otherwise of less than all of the then outstanding shares of the Preferred Stock except in accordance with a purchase offer made to all holders of record of such Preferred Stock, unless all dividends on all Preferred Stock then outstanding for all previous dividend periods shall have been declared and paid or funds sufficient for the payment of those dividends have been set apart and all accrued sinking fund obligations applicable thereto shall have been complied with.

Under Ohio law, even if shares are otherwise designated as non-voting shares, the holders of such shares are entitled to vote as a separate class on certain changes in the terms of the shares of such class, including changes in the express terms or additions to the terms in any manner substantially prejudicial to the holders of the shares of such class. Ohio law also requires that any merger or consolidation of a corporation with or into any other entity in which the corporation is not the surviving corporation shall be approved by the holders of each class of outstanding stock, if such class of stock would be changed in such merger or consolidation in a manner that would have required the approval of such class if the change were effected by an amendment to the corporation s articles of incorporation.

What voting rights would shares of Series B Preferred Stock have if the Amendments were adopted?

Voting Rights as to the Election of Preferred Directors. The standard terms required by the U.S. Treasury for Series B Preferred Stock include that whenever, at any time or times, dividends payable on the shares of Series B

Table of Contents

Preferred Stock have not been paid for an aggregate of six quarterly dividend periods or more, whether or not consecutive, the authorized number of directors of KeyCorp shall automatically be increased by two and the holders of the Series B Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of KeyCorp's Preferred Stock that have like voting rights with the Series B Preferred Stock with respect to such matter, voting together as a class, to elect the Preferred Directors to fill such newly created directorships at KeyCorp. Such Preferred Directors are to be in addition to the directors elected by the holders of KeyCorp's Common Shares. Holders of Series B Preferred Stock and any voting parity Preferred Stock will not be entitled to vote on directors elected by the holders of Common Shares, and vice versa.

Additional Limited Series Voting Rights. The standard terms required by the U.S. Treasury for Series B Preferred Stock also provide that, for so long as shares of Series B Preferred Stock remain outstanding, in addition to any other vote or consent of shareholders required by law or by the Articles, the vote or consent of the holders of at least two thirds of the shares of the Series B Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

Authorization of Senior Stock. Any amendment or alteration of the Articles to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of KeyCorp ranking senior to Series B Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of KeyCorp;

Amendment of Series B Preferred Stock. Any amendment, alteration or repeal of any provision of the Articles so as to adversely affect the rights, preferences, privileges or voting powers of Series B Preferred Stock; or

Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving Series B Preferred Stock, or of a merger or consolidation of KeyCorp with another corporation or other entity, unless in each case (x) the shares of Series B Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which KeyCorp is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of Series B Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all the above purposes, any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Series B Preferred Stock necessary to satisfy preemptive or similar rights granted by KeyCorp to other persons prior to the date that the U.S. Treasury and KeyCorp entered into the Purchase Agreement, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Series B Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of KeyCorp will not be

Table of Contents

deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Series B Preferred Stock.

Each share of Series B Preferred Stock issued to the U.S. Treasury pursuant to the TARP Capital Purchase Program has one vote per share.

A summary of the existing terms of the Series B Preferred Stock that the U.S. Treasury purchased from KeyCorp is set forth in Form 8-K filed on November 20, 2008, which is incorporated into this proxy statement by reference. That summary is qualified in its entirety by the express terms of the Series B Preferred Stock set forth in that filing.

Could the Amendments be substantially prejudicial to the holders of the Common Shares and/or Series A Preferred Stock?

KeyCorp believes that voting rights substantially equivalent to the voting rights set forth in the U.S. Treasury's standard terms for Series B Preferred Stock would be available to the holders of such shares under existing provisions of the Articles and Ohio law, even if not set forth in the express terms of Series B Preferred Stock. The material difference between the existing voting rights relating to the Series B Preferred Stock and the voting rights of the Series B Preferred Stock if the amendments were adopted by shareholders is that holders of the Series B Preferred Stock would be entitled to vote separately as an independent voting class on those matters set forth under *Additional Limited Series Voting Rights*. KeyCorp does not believe that granting these additional voting rights to holders of Series B Preferred Stock will be substantially prejudicial to the holders of either Common Shares or Series A Preferred Stock. While KeyCorp further believes that the separate votes of the holders of shares of Series A Preferred Stock and Series B Preferred Stock on these amendments may not be required under the Articles and/or the Ohio law as it does not appear that the Amendments are substantially prejudicial to the rights of such holders, KeyCorp nonetheless is allowing the holders of Series A Preferred Stock and Series B Preferred Stock to vote separately on these amendments.

Additionally, KeyCorp believes that the limited class voting rights set forth in the proposed amendment of the terms of the Series B Preferred Stock issued by KeyCorp pursuant to the TARP Capital Purchase Program will not have any potential anti-takeover effect on KeyCorp.

What would be the consequence of a failure to approve these Amendments?

In the event that the shareholders of KeyCorp fail to approve the amendments set forth in this Issue Three, KeyCorp would be required to submit these proposed amendments at each subsequent annual meeting of its shareholders until approval is obtained.

What is the required vote for approval by KeyCorp's shareholders of these Amendments?

The text of the proposed amendments is set forth in Appendix B to this proxy statement. Pursuant to Article VI and Article IV, Part A, Section 2(c) of the Articles, (i) the affirmative vote of the holders of the Common Shares entitling them to exercise a majority of the voting power of such shares, (ii) the affirmative vote of the holders of the Series A Preferred Stock of KeyCorp entitling them to exercise two-thirds of the voting power of such shares and (iii) the affirmative vote of the holders of the Series B Preferred Stock entitling them to exercise two-thirds of the voting power of such shares, is necessary to adopt the proposed amendments to the Articles and Regulations.

The Board of Directors unanimously recommends that the shareholders vote FOR adoption of these amendments to the Articles and the Regulations.

Table of Contents

Issue Four

INDEPENDENT AUDITORS

The Audit Committee of the Board of Directors of KeyCorp has appointed Ernst & Young LLP (Ernst & Young) as KeyCorp s independent auditors to examine the financial statements of KeyCorp and its subsidiaries for the year 2010. The Board of Directors recommends ratification of the appointment of Ernst & Young. The favorable vote of the holders of a majority of the KeyCorp Common Shares represented in person or by proxy at the Annual Meeting will be required for such ratification.

A representative of Ernst & Young will be present at the meeting with an opportunity to make a statement if such representative desires to do so and to respond to appropriate questions.

Although shareholder approval of this appointment is not required by law or binding on the Audit Committee, the Audit Committee believes that shareholders should be given the opportunity to express their views. If the shareholders do not ratify the appointment of Ernst & Young as KeyCorp s independent auditors, the Audit Committee will consider this vote in determining whether or not to continue the engagement of Ernst & Young.

The Board of Directors unanimously recommends that shareholders vote FOR the ratification of this appointment.

Issue Five

APPROVAL OF KEYCORP S EXECUTIVE COMPENSATION

Under Section 111(e)(1) of the EESA, any reporting company that has received financial assistance under TARP must permit a separate shareholder vote to approve the reporting company s executive compensation, as disclosed in the reporting company s Compensation Discussion and Analysis, related compensation tables, and other related material under the compensation disclosure rules of the SEC, in any proxy or consent or authorization for an annual or other meeting of its shareholders during the period in which any obligation arising from financial assistance provided under TARP remains outstanding.

KeyCorp s Board of Directors is providing shareholders with the opportunity to cast an advisory vote on its compensation program at the 2010 Annual Meeting. As set forth in the EESA, this vote will not be binding on or overrule any decisions by KeyCorp s Board of Directors, will not create or imply any additional fiduciary duty on the part of the Board, and will not restrict or limit the ability of KeyCorp s shareholders to make proposals for inclusion in proxy materials related to executive compensation. However, the Compensation and Organization Committee will take into account the outcome of the vote when considering future executive compensation arrangements. The Board of Directors has determined that the best way to allow shareholders to vote on KeyCorp s executive pay programs and policies is through the following resolution:

RESOLVED, that the shareholders approve KeyCorp s executive compensation, as described in the Compensation Discussion and Analysis and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this Proxy Statement.

Vote Required. Approval of this proposal will require the affirmative vote of a majority of the KeyCorp Common Shares represented in person or by proxy at the Annual Meeting.

The Board of Directors unanimously recommends that the shareholders vote FOR this proposal.

Table of Contents

EXECUTIVE OFFICERS

The executive officers of KeyCorp are principally responsible for making policy for KeyCorp, subject to the supervision and direction of KeyCorp's Board of Directors. All officers are subject to annual election at the annual organizational meeting of the directors. Mr. Meyer has an employment agreement with KeyCorp.

There are no family relationships among directors, nominees, or executive officers. Other than Ms. Mooney, all have been employed in officer capacities with KeyCorp or one of its subsidiaries for at least the past five years.

Set forth below are the names and ages of the executive officers of KeyCorp as of January 1, 2010 (unless otherwise notes), positions held by them at KeyCorp during the past five years and the year from which held, and the year they first became executive officers of KeyCorp. Because Ms. Mooney has been employed at KeyCorp for less than five years, additional information is being provided concerning her prior business experience.

CHRISTOPHER M. GORMAN (49)

Mr. Gorman was elected as a KeyCorp Senior Executive Vice President and head of Key National Banking on March 11, 2010. He became an executive officer of KeyCorp on that date. Before assuming his new position, Mr. Gorman was an Executive Vice President of KeyCorp (since 2002) and served as President of KeyBank Capital Markets (since 2003).

PAUL N. HARRIS (51)

Mr. Harris has been an Executive Vice President, General Counsel, and Secretary of KeyCorp since 2003. He became an executive officer of KeyCorp in 2004.

CHARLES S. HYLE (58)

Mr. Hyle has been an Executive Vice President and Chief Risk Officer of KeyCorp since 2004. He also has been an executive officer since 2004.

HENRY L. MEYER III (60)

Mr. Meyer has been Chairman, President, and Chief Executive Officer of KeyCorp since 2001. He has been an executive officer at KeyCorp since 1987.

BETH E. MOONEY (54)

Ms. Mooney joined KeyCorp in 2006 as a Vice Chair and head of Key Community Banking. She has been an executive officer since she joined KeyCorp.

Ms. Mooney has over 30 years of banking experience in retail banking, commercial lending, and real estate financing. Prior to joining KeyCorp, beginning in 2000 she served as Senior Executive Vice President at AmSouth Bancorp (a large regional bank holding company that has merged into Regions Financial Corporation) and became Chief Financial Officer at AmSouth Bancorp as well in 2004. She held both positions until joining KeyCorp.

ROBERT L. MORRIS (57)

Mr. Morris has been Chief Accounting Officer of KeyCorp since 2006. From 2000 to 2006, Mr. Morris served as KeyCorp's Controller. He has been an executive officer at KeyCorp since 2006.

Table of Contents

THOMAS C. STEVENS (60)

Mr. Stevens has been Vice Chair and Chief Administrative Officer of KeyCorp since 2003. Mr. Stevens has been an executive officer of KeyCorp since 1996.

JEFFREY B. WEEDEN (53)

Mr. Weeden has been a Senior Executive Vice President and Chief Financial Officer of KeyCorp since 2002. He has also been an executive officer of KeyCorp since 2002.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

KeyCorp remains committed to its pay-for-performance philosophy. As a participant in the Department of the Treasury's Troubled Asset Relief Program (TARP) we continue to be guided by this philosophy but acknowledge that our ability to motivate and retain our executives through our executive compensation program is limited. The named executive officers¹, were still accountable for achieving the performance objectives established under our annual and long-term incentive compensation plans but they were not eligible to receive incentive awards in 2009. In fact, no annual incentive compensation awards were paid for 2008 or 2009. In addition, all stock options awarded prior to 2009 had exercise prices well above the range of Key's current share price and performance shares awarded for the 2006-2008 and 2007-2009 long-term performance cycles failed to vest as our financial results fell below the threshold performance levels. Total compensation for the named executive officers was reduced, evidence that the pay-for-performance philosophy embedded in our compensation plans worked as intended.

This Compensation Discussion and Analysis presents KeyCorp's executive compensation policies and practices during 2009. It also addresses the changes to KeyCorp's executive compensation and benefits programs for 2009 and how these changes enable us to measure performance in a volatile environment, recognize individual contributions, and comply with the executive compensation standards applicable to TARP participants.

Because Key is a TARP participant, the Compensation and Organization Committee of KeyCorp's Board of Directors (the Compensation Committee) is required to conduct a review, at least every six months with KeyCorp's senior risk officers of our compensation program for senior executives, as well as our employee incentive plan designs and performance metrics. During 2009, the Compensation Committee met with KeyCorp's Chief Risk Officer and Chief Auditor in January and July to identify and assess the risks posed by these plans and ensure that these risks are being effectively monitored and managed. The Compensation Committee also reviewed KeyCorp's governance processes to ensure they were aligned with our risk tolerance framework. The results of this review are reported in the Compensation and Organization Committee Report (Including Discussion of Compensation Policies and Practices as They Relate to Risk Management) on page 88 of this proxy statement.

Impact of Tarp

On November 14, 2008, KeyCorp sold \$2.5 billion of its preferred stock and warrants to purchase its common stock to the United States Department of the Treasury pursuant to the TARP and the Capital Purchase Program (CPP) established under the Emergency Economic Stabilization Act of 2008 (EESA). As a TARP participant, and while the Treasury Department's CPP investment in KeyCorp remains outstanding, KeyCorp is required to conform to specific executive compensation and corporate governance requirements. In February 2009, EESA was amended by the American Recovery and Reinvestment Act of 2009 (ARRA) to expand and bolster these executive compensation and corporate governance requirements.

(1) Messrs. Meyer, Stevens, Weeden, Hancock and Ms. Mooney. Mr. Hancock resigned effective February 12, 2010.

Table of Contents

Consequently, KeyCorp is subject to and in compliance with the following requirements:

The Compensation Committee must semi-annually review our incentive compensation plans with KeyCorp's Chief Risk Officers and the risks that these plans pose to KeyCorp, as well as identify and limit any features in these plans that could lead the named executive officers to take unnecessary and excessive risks that may threaten the value of KeyCorp;

We may not pay or accrue any bonus, retention award or incentive compensation to any of the named executive officers or the next top 20 most highly compensated employees, except that bonuses may be paid:

pursuant to a written employment agreement that was entered into before February 11, 2009; and

in the form of restricted stock that cannot fully vest prior to the full repayment of TARP funds and that has a maximum value of no more than one-third of the subject executive or employee's total annual compensation.

We must maintain a policy enabling us to recover (clawback) any bonus, retention award or incentive compensation paid based on statements that are later proven to be materially inaccurate;

We must not provide any golden parachute payments in the event of involuntary termination of employment; and

We must not take any compensation expense deduction for U.S. federal corporate income tax purposes for amounts in excess of \$500,000 per year paid to the named executive officers.

In addition, KeyCorp amended its incentive compensation plans in 2008 to provide for a clawback and modified the change of control agreements of the named executive officers to eliminate any golden parachute payments.

KeyCorp Compensation Philosophy and Objectives

The overall objective of KeyCorp's executive compensation and benefits program is to align the compensation interests of our executives with the investment interests of our shareholders. This program is designed to support this objective in three ways:

KeyCorp strives to attract, retain and motivate a talented team of executives who are capable of leading the company.

KeyCorp strives to reinforce short- and long-term financial and risk management goals and objectives and link pay to sustainable performance relative to goals.

KeyCorp strives to ensure that its compensation plans do not encourage employees to take unnecessary or excessive risks that would threaten the value of KeyCorp or manipulate earnings.

We seek to achieve this objective by aligning compensation to how KeyCorp performs relative to its strategic goals and as compared to its peers.

Table of Contents

Elements of Total Compensation

Consistent with this philosophy, the Compensation Committee continues to believe that the best way to motivate KeyCorp's executives to enhance shareholder return is to link a relatively large portion of their compensation directly to performance by making this compensation contingent upon the achievement of pre-established performance goals. Historically, the incentive portion of our executives' total compensation has been delivered through both annual cash and long-term equity award opportunities structured and weighted to balance short-term earnings with the need to make investments in the long-term viability of the business, as further described below.

Base Salary

Historically, base salary has represented the fixed portion of each named executive officer's total compensation. Generally, this compensation component has been paid in cash and factored into the calculation of certain employee benefits, such as the benefits under KeyCorp's retirement plans.

As a TARP participant, however, we have begun to pay a portion of several named executive officers' base salaries in the form of shares of KeyCorp common stock. Consequently, the value of this compensation component now fluctuates with changes in the market price of KeyCorp common stock. Further, this stock salary is not counted in the calculation of employee benefits.

The key features of the 2009 stock salary awards for the named executive officers are summarized in the narrative to the 2009 Option Exercises and Stock Vested Table on page 75 of this proxy statement.

Annual Incentive Compensation

Historically, payouts under KeyCorp's Annual Incentive Plan (the Incentive Plan) have been based on the level of achievement against one or more pre-established performance metrics. At the beginning of each year, the Compensation Committee would select the performance metrics and set the targets for the awards made to our CEO, the other named executive officers, and employees in our finance, operations, technology, compliance, risk management and human resources departments who participate in the Incentive Plan. After the end of the year, award payouts are determined based on the Compensation Committee's evaluation of the level of achievement of each performance goal.

Because KeyCorp is a TARP participant, however, the named executives and the next 20 most highly compensated employees were not eligible to receive awards under the Incentive Plan for 2009.

The key features of the Incentive Plan for 2009 are summarized in the narrative to the 2009 Grants of Plan-Based Awards Table on page 70 of this proxy statement.

Long-Term Incentive Compensation

Historically, we have used long-term incentive compensation in the form of equity-based awards to increase employees' share ownership and align their long-term financial interests with those of shareholders. KeyCorp's Long-Term Incentive Compensation Plan (the Long-Term Plan) is designed to foster a long-term perspective that generally corresponds with our three-year strategic planning cycle. A new long-term incentive compensation

Table of Contents

performance cycle begins each year on January 1. Accordingly, during 2009, there were three long-term incentive compensation performance cycles in effect (commencing 2007, 2008, and 2009, respectively).

Each named executive officer's long-term incentive award opportunity is determined by the Compensation Committee with reference to the median total long-term incentive award opportunity for comparable positions within KeyCorp's peer group. Typically, long-term incentive awards have been delivered half in stock options (in the form of both non-qualified stock options and incentive stock options) and half as performance-based restricted stock to provide a balanced focus on the market price of KeyCorp's common stock with attention to the achievement of the specific long-term objectives that satisfy KeyCorp's strategic plan.

Long-Term Incentive Plan awards are communicated to participants as a dollar value. Historically, KeyCorp has established a compensation value at which options are granted. Unlike the accounting (grant date fair market) value of a stock option, the compensation value does not vary with daily movements in the stock price. Up until 2008 the compensation value was established for three-year periods. KeyCorp's stock price, similar to other financial services companies, began its decline in July of 2007. By April 2008, due to sustained and unusual levels of stock price volatility, the compensation value was revisited and set at \$5.00. By May of 2009 the market had changed dramatically again and the compensation value was lowered to \$3.00. The grant date fair market value of the stock options for accounting purposes granted to the CEO and named executive officers was \$1.69 in 2008 and \$2.38 in 2009. Therefore, fewer options were delivered for a given dollar value than would have been if KeyCorp had used the grant date fair market value required for accounting and disclosure purposes. For example, the number of options delivered for a \$100,000 award would be:

	Compensation Value		Accounting Value	
	Per Option	# of Options	Per Option	# of Options
2008	\$ 5.00	20,000	\$ 1.69	59,172
2009	\$ 3.00	33,333	\$ 2.38	42,017

In 2009, as a result of the decline in the market price of our common stock, the Compensation Committee elected to deliver 33% of the equity awards granted to the plan participants as stock options, 33% as performance-based restricted stock and 34% as deferred cash. Because KeyCorp is a TARP participant, the named executive officers and the next 20 most highly compensated employees were prohibited from receiving equity awards under the Long-Term Plan. However, we were permitted to award some portion of the long-term incentive opportunity in restricted stock and prior to June 15, 2009, stock options, with specific vesting terms and conditions.

The key features of the Long-Term Plan and the stock options and restricted stock awarded to the CEO and named executive officers are summarized in the narrative to the 2009 Grants of Plan-Based Awards Table on page 70 of this proxy statement.

Total Compensation Pay Mix

Under KeyCorp's compensation philosophy, the mix of base salary, annual incentive, and long-term incentive varies with an executive's responsibilities and position. The Compensation Committee continues to believe that the total compensation of executives who set the overall strategy for the business and have the greatest ability to execute

Table of Contents

that strategy should be predominantly performance-based and weighted toward long-term objectives. In January 2009, the Compensation Committee established the following pay mixes for the named executive officers:

	Base Salary	Annual Incentive Target	Long-term Incentive Target
Meyer (CEO)	14%	30%	56%
Stevens (CAO)	20%	24%	56%
Weeden (CFO)	20%	24%	56%
Mooney (Community Banking)	20%	35%	45%
Hancock (National Banking)	14%	40%	46%

Because KeyCorp is a TARP participant, these pay mixes were subsequently modified to comply with the applicable limitations on bonuses and incentive compensation. Since Mr. Hancock's compensation was payable pursuant to an employment agreement that was entered into before February 11, 2009, his pay mix remained the same. The pay mixes of Messrs. Meyer, Stevens, Weeden and Ms. Mooney were modified to provide 67% base salary, 33% long-term compensation, and no annual incentive compensation.

Compensation Decision-Making Process and Timing

Selecting appropriate performance metrics is critical to KeyCorp's pay-for-performance philosophy. From 2004 through 2008, the performance metrics used for both annual and long-term incentive compensation were consistent from year-to-year, and consisted of earnings per share (EPS), return on equity (ROE) and economic profit-added (EPA).

For 2009, the Compensation Committee, with the assistance of Compensation Advisory Partners (formerly Mercer), its external executive compensation consultant, set the performance targets required to earn incentive compensation payouts during a series of meetings between October 2008 and January 2009. As a result of the then-unfolding financial crisis and the uncertainty about the compliance obligations to be imposed for TARP participants, the Compensation Committee decided to take a different approach in setting performance goals under the Incentive Plan, including the performance goals for our CEO and his direct reports.² In light of the anticipated economic turmoil during 2009, the Compensation Committee selected the following performance metrics:

Minimum thresholds of tangible capital and Tier 1 capital ratios of 6.0% and 7.5% respectively for any incentive payment to be made;

Liquidity measured as improvement in loan to deposit ratio from 130%;

Profitability measures, such as a return on risk-weighted assets above (1.9)%, pre-provision operating income, Economic Profit Added and Earnings Per Share targeted at \$1.633 billion, \$(1.222) billion and \$(.33), respectively;

Credit quality measures, such as net charge off and non-performing assets ratios targeted at 1.65% and 2.17%, respectively; and

Leadership in executing corporate initiatives.

² The CEO's direct reports are the named executive officers and the Chief Risk Officer.

Table of Contents

When evaluating the performance of our CEO and his direct reports or determining any incentive pool funding for 2009 under the Incentive Plan, the Compensation Committee assessed KeyCorp's performance against these goals as well as results relative to peers.

In the case of the Long-Term Plan, the economic environment made it difficult for the Compensation Committee to establish long-term goals. Therefore, the Compensation Committee established a two-year (rather than a new three-year) performance cycle and set cumulative goals using the same metrics as it had set for the Incentive Plan.

During this time period, Compensation Advisory Partners evaluated KeyCorp's annual and long-term financial and non-financial performance objectives in the context of the market and current and forecasted peer group performance to assist the Compensation Committee in setting financial targets that would be expected to drive above median performance. The Compensation Committee established broad ranges of performance (with no specified weighting or mathematical calculation) and determined to use its judgment in setting performance targets and evaluating management's performance.

After these initial decisions were made, management reported KeyCorp's performance relative to the goals, as well as Earnings Per Share growth, Return On Equity and total shareholder return as compared to the median performance achieved by the companies in the peer group. This information was provided to the Compensation Committee on a quarterly basis to assist the Compensation Committee in its evaluation of performance.

Peer Group Compensation and Performance Comparisons

Each year, the Compensation Committee directs its external executive compensation consultant, presently Compensation Advisory Partners, to analyze survey data from KeyCorp's peers to assess financial and market performance, as well as the total compensation and benefits that these companies provide for their executive officers. Since 2002, the Compensation Committee has determined that the appropriate peer group for compensation and performance comparisons is the group of large super-regional banks as defined by the Standard and Poor's Regional Bank Index and Diversified Bank Index. In January 2009, the Compensation Committee's executive compensation consultant determined that these indices continued to be appropriate for KeyCorp to benchmark executive pay and company performance for 2009 for three reasons:

The indices consist of financial services firms with diversified business mixes;

KeyCorp competes with these firms for customers and executive talent; and

These firms (as well as KeyCorp) are selected by Standard and Poor's for inclusion in published indices.

Standard and Poor's modifies the members in each index from time-to-time based on criteria such as total asset or sales size and merger and acquisition activity. For 2009, the peer companies (as reflected in these indices) were:

BB&T Corp.

Comerica Inc.

Fifth Third Bank

First Horizon

Huntington Bancshares

M&T Bank

Marshall & Ilsley

PNC Financial

Regions Financial

SunTrust Banks

U.S. Bancorp

Zions Bancorp

Table of Contents

The Compensation Committee determined that after its acquisition of Wachovia, Wells Fargo would not be a member of KeyCorp's peer group for 2009 even though Standard and Poor's has maintained it in the Diversified Bank Index.

Historically, the Compensation Committee reviewed available compensation information obtained in the surveys discussed above at its regularly scheduled November meetings and approved compensation targets for the named executive officers and approximately 32 additional senior executive positions³(at its January meetings. With the upheaval caused by the financial crisis and uncertain effect of TARP, many financial services firms did not participate in these surveys. Consequently, for many positions, the data were not available or inconsistent; as a result, the Compensation Committee relied less on position-specific data, instead using the information as a market reference to obtain a general understanding of emerging compensation practices.

2009 Total Compensation Decisions and Actions

The compensation decisions and actions for the named executive officers described below are presented chronologically to better explain how these decisions and timing of these actions were determined or affected by KeyCorp's status as a TARP participant.

Initial 2009 Base Salary Adjustments and 2009 Long-Term Incentive Awards

In February 2009, the Compensation Committee reviewed each executive officer's base salary. Given the economic challenges facing KeyCorp, the Compensation Committee determined that there would be no base salary increases for 2009.

In its regularly scheduled February meetings, the Compensation Committee typically approves long-term incentive compensation awards for executives in positions to drive KeyCorp to achieve its strategic plan. Given uncertainty at that time as to KeyCorp's ability as a TARP participant to make long-term incentive compensation awards, the Compensation Committee approved the dollar value of long-term incentive awards intended to deliver market levels of pay with the type and timing of the awards for our CEO and other named executive officers contingent on management's determination that the awards would comply with the rules applicable to TARP participants.

In March 2009, the Compensation Committee determined that its inability to make long-term incentive compensation awards to our CEO and other named executives while waiting for Treasury guidance on the relevant TARP standards created significant retention risks for KeyCorp. Consequently, the Compensation Committee determined to make long-term incentive awards to our CEO and other named executive officers equal to one-third of their total compensation in time-lapsed restricted stock based on the anticipated award limit. These March awards (shown in the table below) made to our CEO and other named executive officers were less than 40% of the dollar value of the long-term incentive awards approved by the Compensation Committee in February 2009 but not actually awarded.

Subsequent 2009 Long-Term Incentive Awards

In June 2009, Treasury published rules outlining the application of the AARA executive compensation standards to TARP participants. These rules provided that bonuses paid or accrued before June 15, 2009 were not

(³ Executives who head a line of business or major functional area, and whose compensation is overseen by the Compensation Committee.

Table of Contents

subject to the prohibition on incentive compensation. In addition, Treasury defined the term incentive compensation to include equity awards, such as stock options. The Compensation Committee determined that KeyCorp's inability to deliver the full dollar value of the long-term incentive awards approved in February to our CEO and the other named executive officers could put us at risk of losing these executives. Consequently, the Compensation Committee granted 900,000 stock options to our CEO and 350,000 stock options to each of the other named executive officers prior to June 15, 2009, which at a compensated value of \$3.00 per share would deliver \$2,700,000 and \$1,050,000 in compensation respectively. The grant fair market value actually delivered for accounting and disclosure purposes at \$2.38 is shown below:

	March 2009 Award Delivered	June 2009 Stock Option Award	Total 2009 LTIC Delivered
	per Award Limit		
Meyer	\$ 1,247,483	\$ 2,142,000	\$ 3,389,483
Stevens	\$ 664,190	\$ 833,000	\$ 1,497,190
Mooney	\$ 607,897	\$ 833,000	\$ 1,440,897
Weeden	\$ 707,867	\$ 833,000	\$ 1,540,867

The total fair market value of the 2009 LTIC awards actually delivered two-thirds of the amount intended for the CEO and less than 90% of the amounts approved for each of the named executive officers in February 2009 as determined by a market-based compensation analysis.

In May and July 2009, the Compensation Committee examined the public disclosures of the peer group to better understand market pay practices and performance levels. Due to the difficult performance environment in 2008 and financial and shareholder results across the financial services sector, there was very little incentive compensation paid for 2008 performance. For example, no peer CEOs were paid an annual incentive in 2009 in relation to the 2008 performance of their respective companies. While KeyCorp did not make 2008 incentive awards to any of the named executive officers, several peers made payments to some named executive officers. The Compensation Committee's executive compensation consultant reported that KeyCorp's total pay was at the median and that performance in important capital adequacy metrics was above median and stable and below median with regard to Return On Equity and Operating Income metrics.

Subsequent Base Salary Adjustments

In September 2009, the Compensation Committee reviewed total compensation opportunities for our CEO and the other named executive officers in the context of the actions of the peer group and KeyCorp's progress toward achieving the performance objectives for the year. As a result, the Compensation Committee determined that the total compensation targeted for our CEO and the named executive officers should be reduced to about 70% of their pre-TARP levels. However, due to TARP prohibitions on paying incentive compensation and limitations on paying long-term awards, the mix of compensation would need to be significantly different from periods before TARP. To achieve this result, the base salaries of the named executive officers were increased, with 100% of our CEO's increase and 90% of the other named executive officers' increases paid in shares of KeyCorp common stock that

Table of Contents

may not be sold or transferred until such time as KeyCorp has repaid its TARP funds. As a result, effective October 2, 2009:

Our CEO's base salary was increased on an annualized basis by \$2,313,000. For 2009, he was paid a base salary of \$1.02 million in cash, and \$600,000 in shares of common stock, resulting in a total compensation package for 2009 that was approximately 70% of his pre-TARP total compensation opportunity.

Similarly, the total compensation delivered to Messrs. Stevens and Weeden and Ms. Mooney in 2009 was approximately 70% of their pre-TARP total compensation opportunities.

Neither our CEO nor the other named executives will be paid any incentive compensation or bonus awards for 2009 performance. Mr. Hancock will receive one-half of the incentive award guaranteed in his employment letter dated November 25, 2008.

Internal Revenue Code Section 162(m)

As noted above, KeyCorp may not take a compensation deduction for U.S. federal corporate tax purposes for amounts in excess of \$500,000 per year paid to the named executive officers. The compensation decisions discussed above delivered compensation in excess of \$500,000 to our CEO and each of the named executive officers. While the Compensation Committee takes tax consequences into consideration when making compensation decisions, it determined that the risk to the value of KeyCorp of not delivering compensation competitive to market levels would be greater than the loss of the tax deduction. The impact on KeyCorp's tax liability as a result of the loss of a tax deduction on payments to the named executive officers in excess of the \$500,000 limit is approximately \$2.1 million. However, because KeyCorp had a tax loss for 2009, these compensation payments acted to reduce the amount of the tax loss.

Performance Assessment Against 2009 Goals

KeyCorp's 2009 capital ratios were strong and both liquidity and funding ratios were strengthened throughout the year. Performance fell below or in the lower end of established performance ranges on credit quality and profitability measures. Progress was made on leadership goals and the execution of corporate initiatives in improved efficiency and investments in the branch network was on track to achieve agreed upon goals. The Compensation Committee determined that the actions taken in 2009 to strengthen capital, reserves and liquidity; address asset quality; and invest and reshape KeyCorp's businesses have set the stage for KeyCorp to emerge from this extraordinary period as a strong, competitive company. Recognizing that many of the participants in the Incentive Plan are professionals in finance, operations, technology, compliance, risk management and human resources who made significant contributions in 2009, the Compensation Committee used its discretion to fund a pool of 50% of target incentive pay for Incentive Plan participants, excluding our CEO and the named executive officers.

While KeyCorp was prohibited from linking our CEO's pay directly to performance, we have provided the supplemental tables below to provide a clearer view of our CEO's compensation than that provided by the Summary Compensation Table found on page 67 of this proxy statement. The Summary Compensation Table displays the actual pay realized in 2009, and indicates the accounting expense for long-term equity grants and actuarial increases in retirement and deferred compensation earnings. The supplemental tables below provide information regarding

Table of Contents

actual level of compensation realized in 2009 (first table), and the long-term awards granted in 2009 that must be earned over future years (second table).

CEO Actual Pay Received in 2009

Form of Compensation	Period Covered	Total Received (\$)	Annualized Amount (\$)	Performance Results Over Performance Period That Produced the Compensation
Salary	2009	1,642,731	1,642,731	Not tied to performance criteria. Mr. Meyer was prohibited from receiving an Annual Incentive due to the ARRA. As discussed above, the Compensation Committee still assessed his performance against the goals established for the Annual Incentive Plan.
Annual Incentive	2009	0	0	
Long-Term Incentive Payout	2007-2009	0	0	The targets set in the first quarter of 2007 for the 2007-2009 performance cycle were as follows: Cumulative EPS of \$9.11; cumulative EPA of \$1,055 million; and average ROE of 16.41%. KeyCorp's performance fell short of the threshold at the end of the 2007-2009 long-term performance cycle and no performance shares vested for the cycle.
Equity Compensation:				
Stock Option Exercises	2009	N/A	N/A	N/A
Restricted Stock Vesting	2003-2009	152,223	25,371	Vested based on passage of time.
Total Annual Compensation Earned in 2009	2009	1,794,954	1,668,102	

2009 Future Potential Pay

Year of Award	Type of Long-Term Incentive Award	Performance Period/Vesting Period	Performance Criteria	Financial Accounting Expense Estimate	Linkage to the Creation of Shareholder Value
2009	Performance Shares	N/A	N/A	N/A	N/A
2009	Restricted Stock	N/A	N/A	Total grant date fair value = \$1,247,483	Shares vest after the later of 3 years or repayment of TARP.
2009	Stock Options	N/A	N/A	Total grant date fair value = \$2,142,000	Vested upon grant, however require a holding period until the later of one-third per year for 3 years or the repayment of TARP.

Shareholder alignment and executive retention

Executive Stock Ownership Guidelines

KeyCorp has stock ownership guidelines for its senior executives, as well as specific requirements for shares that must be purchased by each executive outside of KeyCorp-sponsored plans (beneficially owned shares). The Compensation Committee monitors peer practices to determine if any changes to the guidelines are warranted. For 2009, the guidelines continued to be stated as a dollar value but, to be more consistent with peer group practices, the

Table of Contents

Compensation Committee reduced the percentage of base salary from 6X to 5X for our CEO and from 4X to 3X for the other named executive officers. The new guidelines are as follows:

Our CEO must own Common Shares with a value equal to at least five times his annual base salary payable in cash, including a minimum of 10,000 beneficially owned shares.

Our CEO's direct reports must own Common Shares with a value equal to at least three times their annual base salary payable in cash, including a minimum of 5,000 beneficially owned shares.

Newly-hired or promoted senior executives are expected to meet or exceed their required ownership levels within three years of the date they become subject to the requirements and are required to comply within five years.

The value of the stock owned is determined quarterly, using the average of the previous twelve-month-end closing market price of the Common Shares.

Beneficially owned shares and unvested restricted shares and units, as well as phantom shares owned by the senior executives under KeyCorp's 401(k) Savings Plan and deferred compensation plans, count toward the ownership requirements. Performance shares delivered in cash and unexercised stock options do not count toward the ownership requirements.

Our CEO and all Section 16 officers⁴ are required to hold 100% of the net shares obtained upon the exercise of any stock option (less the applicable exercise price and withholding taxes) for at least one year following the exercise date or, if later, until the executive officer meets the ownership requirements.

Assessing Stock Ownership

The Compensation Committee reviews the stock ownership of the senior executive team to monitor compliance with the Executive Stock Ownership Guidelines and reviews ownership status with our CEO at each Compensation Committee meeting. As of September 30, 2009, our CEO and each of the other named executive officers met the beneficial ownership guidelines and all but Mr. Hancock had met the multiple of salary requirement. Prior to his resignation on February 12, 2010, Mr. Hancock would have had three years from his date of hire (December 2008) to comply.

Other Alignment and Retention Tools

There are several other ways that KeyCorp's equity-based awards help align the compensation interests of employees with the investment interests of shareholders and promote executive retention:

Conditional awards. All restricted stock and special retention options are awarded on the condition that the recipient executes an agreement that:

restricts his or her post-employment use of confidential information; and

prohibits him or her from soliciting KeyCorp clients or hiring KeyCorp employees for a period of one year following termination of employment.

⁽⁴⁾ Identified on page 50 of this proxy statement.

Table of Contents

Clawback provisions. If an employee engages in harmful activity while working for KeyCorp or within six months after termination of employment, then:

any profits he or she realized upon exercising any covered option within one year of his or her termination of employment must be returned to KeyCorp; and

he or she must forfeit all unexercised covered options.

For these purposes, harmful activity is broadly defined to include wrongfully using or disclosing, or failing to return confidential KeyCorp information, soliciting KeyCorp clients and hiring KeyCorp employees.

Market value strike price. KeyCorp sets the exercise price of all stock options using the closing market price of its Common Shares on the option grant date. The Compensation Committee does not re-price options and KeyCorp has not and will not back-date options.

Award grant date. If an equity-based award is granted in a month in which KeyCorp's earnings are publicly disclosed, the grant date will be the date of the Compensation Committee meeting or three days following the earnings release, whichever is later. Otherwise, the grant date of an equity-based award is the date of the Compensation Committee meeting.

The Board has determined that performance-based shares should be granted when the Compensation Committee establishes the related performance goals, which is in the first quarter of each year. Therefore, total long-term incentive awards are approved, and restricted stock and performance shares are awarded, at the February meeting of the Compensation Committee. Stock options are granted at the July meeting of the Compensation Committee to correspond with KeyCorp's annual strategic plan review process. As described above, in the event of unusual circumstances, the Compensation Committee, in its discretion, may grant equity-based awards on a different date.

In addition, there are several ways that KeyCorp aligns the annual incentive compensation interests of employees with the investment interests of shareholders and promotes retention:

KeyCorp's incentive plans provide for a clawback of any incentive compensation or bonus paid to a senior executive if it is later found that the payments were based on inaccurate financial statements; and

any annual incentive award with a value greater than \$100,000 is paid in a combination of cash and Common Shares, with the shares subject to a three-year graded vesting schedule.

Executive Benefits

The Compensation Committee annually reviews the benefits that we provide to our named executive officers. In 2009, these benefits included reimbursement for tax preparation and financial planning services, club dues, an executive health program (consisting of a mandatory physical examination at the Cleveland Clinic), individual disability insurance policies and a home security system for our CEO. In the past, reimbursement of club dues and financial planning have been common in the financial services industry and total expenditures for our named executive officers for these services were minimal and modest compared to the levels reported by our peers in their proxy statements.

Table of Contents

The Compensation Committee decided in July 2009 that reimbursement for tax preparation and financial planning services, club dues, and all tax reimbursements would be discontinued effective January 1, 2010. Additionally, tax reimbursements that had been provided for club dues, the security system and the executive health program for the named executive officers were discontinued as of June 2009. The Compensation Committee decided to continue to pay for the named executive officers' executive health program and our CEO's home security system.

KeyCorp does not permit its executive officers to use our corporate aircraft for personal reasons.

Executive officers participate in the same health and welfare plans (medical, dental, life and long-term disability insurance), charitable gift match, and discount programs on KeyCorp's products that are available to all employees of similar age and years of service.

To supplement coverage under KeyCorp's Long-Term Disability (LTD) Plan and ensure that there are no gaps in income replacement, KeyCorp maintains individual disability insurance policies for our CEO and a limited number of executives, including Messrs. Stevens and Weeden. These policies were purchased in 2004, when a significant income replacement gap was identified that placed executives at risk and KeyCorp in a low competitive position compared to peers.

Change of Control

KeyCorp uses change of control agreements to help retain executive talent, minimize the possibility of financial loss to the affected company and provide a financial bridge for executives in the event of job loss. The Board of Directors believes that it is in the best interests of shareholders to ensure that a select group of KeyCorp's executive officers are able to objectively evaluate the merits of a potential transaction without being distracted by its potential impact on their personal situations. In addition, the Compensation Committee believes that providing a change-of-control benefit to selected executives aids KeyCorp's executive recruitment efforts.

In 2005, the Compensation Committee, working with its executive compensation consultant, re-evaluated these arrangements and, after reviewing peer company practices and market trends, established a second tier of benefits with a reduced severance amount. The CEO's direct reports and six other executives maintain Tier 1 agreements and 16 executives have Tier 2 agreements. Our CEO has a separate employment agreement that contains Tier 1 level change of control benefits.

Effective September 1, 2009, KeyCorp amended its change of control agreements and our CEO's employment agreement to:

Revise the definition of compensation to eliminate the inclusion of long-term incentive compensation; and
eliminate any tax reimbursements by KeyCorp in the event of a change in control.

These actions were taken to simplify the agreements and bring the benefits in line with emerging best practices. In addition, during the period that KeyCorp is a TARP participant, it is prohibited from making any severance payments, including payments in connection with a change of control, to our CEO and the other named executives.

The terms of our CEO's employment agreement as well as the change of control agreements are described in detail in the narrative to the Employment and Severance Arrangements Table on page 81 of this proxy statement.

Table of Contents

Employee Benefits

Retirement Plans

As is common practice in our industry, KeyCorp maintains retirement benefit plans. KeyCorp's retirement plans consist of a voluntary 401(k) Savings Plan and, through 2009, a company-funded Cash Balance Pension Plan. KeyCorp also has an Excess Cash Balance Pension Plan and a voluntary Deferred Savings Plan that provide senior managers with similar levels of benefit on plan-eligible compensation over the Internal Revenue Service Compensation Limit of \$245,000. In combination, these plans have provided a competitive benefit that balances employer and employee contribution and risk.

In addition, KeyCorp maintains the Second Supplemental Retirement Plan (SSRP), which was frozen to new participants in 1995. As a long-tenured (36 years) executive, our CEO is one of the two remaining participants in this plan (the other participant is not a named executive officer). In general, pension plans that calculate a benefit based on final average pay are more generous than the current norm, particularly for very long tenured employees. However, since final average pension plans were common when KeyCorp's plan was in effect, and the participants each have a long tenure with KeyCorp and reasonably relied on the benefit, the Compensation Committee has determined that it was appropriate for KeyCorp to honor its SSRP commitment. All executives hired since 1995 participate in the same plans as all other employees of similar age, tenure, and level.

Over the past two years, many financial services companies have frozen their defined benefits plans and/or modified their defined contribution plans resulting in KeyCorp's retirement plans exceeding competitive requirements. Therefore, effective January 1, 2010, the Cash Balance Pension Plan and Excess/Second Excess Cash Balance Pension Plans and SSRP were frozen. Also, effective January 1, 2010, KeyCorp introduced a new Annual Retirement Contribution of 0%-6% of plan-eligible compensation to be deposited in a separate account within the 401(k) Savings Plan and the Deferred Savings Plan. The amount will be determined annually and on a discretionary basis. This is not a matching contribution, and eligible employees do not need to contribute their own dollars to receive this contribution.

The terms of our retirement plans are described in detail in the narrative to the Pension Benefits Table on page 76 of this proxy statement.

Separation Pay Plan

In order to assist employees at the time of a job loss through such events as company reorganizations or downsizings, KeyCorp and its peers have maintained separation pay benefits. KeyCorp's Separation Pay Plan covers all employees, including our CEO's direct reports. The CEO does not participate in the Separation Pay Plan. The Separation Pay Plan assists an employee if his or her position is eliminated or modified and no other comparable position is available at a KeyCorp location in the same geographic region. The separation pay benefit ranges from two weeks of base salary to 52 weeks of base salary, depending on years of service and job level. The separation pay benefit for senior managers is 52 weeks of base salary to reflect the longer time period required for these individuals to find comparable employment. In the event a named executive officer is terminated following a change of control, the executive will not be paid under the Separation Pay Plan, but rather under his or her change of control agreement described above.

Table of Contents

For all employees, separation pay is paid through salary continuation installments. Employees are eligible to continue medical and dental benefits under COBRA on a pre-tax basis at the KeyCorp employee rate during the salary continuation period. This counts as part of the 18-month COBRA period for the continuation of health coverage. Participation in all other benefits cease when the salary continuation period begins.

Table of Contents**COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS****2009 SUMMARY COMPENSATION TABLE**

The following table sets forth the compensation paid by KeyCorp to the CEO, CFO, and each of the three highest paid executive officers for 2009 other than the CEO and CFO for the years ended December 31, 2009, 2008 and 2007.

Principal position	Year	Salary (\$) ⁽¹⁾	Bonus (\$)	Stock awards (\$) ⁽²⁾	Option awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$) ⁽³⁾	Change in Pension Value and	All other compensation (\$) (see chart below)
							Nonqualified Deferred Compensation Earnings (\$) ⁽⁴⁾	
Overman, Chairman of the Board and CEO ⁽⁵⁾	2009	1,642,731		1,247,483	2,142,000		3,036,920	83,252
	2008	1,019,538		2,499,999	845,000		2,273,408	89,604
	2007	1,000,000		1,999,982	2,039,180	412,000	3,419,632	313,464
Redden, Chief Executive Officer ⁽⁶⁾	2009	725,000		707,867	833,000		54,642	39,175
	2008	545,192		2,375,020	295,750		66,850	55,094
	2007	525,000		699,998	713,000	250,000	85,421	104,233
Brook, Former Vice President	2009	525,000	1,500,000 ⁽⁸⁾	750,007	597,500		37,271	23,016
	2008	30,288	1,250,000					
Revens, Vice President of Administrative Services	2009	798,077		664,190	833,000		92,608	52,185
	2008	645,192		1,375,008	295,750		107,214	67,386
	2007	625,000		699,998	713,000	250,000	137,433	113,999
Key, Vice Chairman ⁽⁰⁾	2009	849,231		607,897	833,000		38,727	48,672
	2008	574,231		2,375,008	295,750		59,782	88,702
	2007	550,000		599,987	748,650	525,000	18,754	193,983

⁽¹⁾ Amounts reported in Salary include cash base pay and salary stock. Salary stock was awarded October 2, 2009 and each bi-weekly pay period thereafter in 2009. Salary stock fully vests each pay period and may not be sold,

transferred or otherwise disposed of, pledged or otherwise hypothecated until the earlier of the full repayment by KeyCorp of its TARP repayment or termination of employment due to death or disability.

- (2) Amounts reported in the Stock Awards and Option Awards columns for 2009, 2008 and 2007 represent the aggregate grant date fair value of equity awards granted during the respective year computed in accordance with Financial Accounting Standards Board ASC Topic 718. This compares to prior years, during which amounts in these columns have represented the expensed accounting value of such awards. The amounts for 2008 and 2007 have been recomputed (along with amounts in the Total column for such years) using the aggregate grant date fair value of equity awards granted during both of those years. Additional accounting assumptions for option awards are described on page 70 of this proxy statement in footnote (1) to the Grants of Plan-Based Awards Table.
- (3) Non-equity incentive plan compensation refers to annual incentive compensation that, due to ARRA regulations, was prohibited from being paid for 2008 and 2009, as further discussed in the Compensation Discussion and Analysis above. However, as noted in footnote 8 below, Mr. Hancock was entitled to receive his guaranteed annual incentive compensation for 2009, which amount is presented in the Bonus column.
- (4) Pension benefits were frozen at KeyCorp effective January 1, 2010 for all employees, including the named executive officers, as more fully described in the narrative to the 2009 Pension Benefits Table below. No above

Table of Contents

market or preferential earnings were paid in 2009 on deferred compensation. For more information about KeyCorp's retirement plans and non-qualified deferred compensation plans, please see the 2009 Pension Benefits Table and the 2009 Nonqualified Deferred Compensation Table and their respective narratives below.

- (5) The amount reported for Mr. Meyer for 2009 in the Salary column includes \$1,020,000 paid in cash and \$622,731 paid in salary stock. The annualized salary for Mr. Meyer for 2009 consisted of 31% cash (or \$1,020,000) and 69% equity (or \$2,313,000), although this full amount of equity was not actually received by Mr. Meyer. The amount reported for Mr. Meyer for 2009 in the Salary column, also includes employee deferrals of \$14,700 into the 401(k) Savings Plan and \$46,500 into the Deferred Savings Plan and the amount reported for 2009 in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column includes the following changes in actuarial present value of his accumulated benefit in the following plans: \$76,821 (Cash Balance Pension Plan); and \$2,960,099 (Supplemental Retirement Plan).
- (6) The amount reported for Mr. Weeden for 2009 in the Salary column includes \$567,500 paid in cash and \$157,500 paid in salary stock. The annualized salary for Mr. Weeden for 2009 consisted of 51% cash (or \$615,000) and 49% equity (or \$585,000), although this full amount of equity was not actually received by Mr. Weeden. The amount reported for Mr. Weeden for 2009 in the Salary column also includes employee deferrals of \$14,700 into the 401(k) Savings Plan and \$19,350 into the Deferred Savings Plan and the amount reported for 2009 in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column includes the following changes in actuarial present value of his accumulated benefit in the following plans: \$19,246 (Cash Balance Pension Plan); and \$35,395 (Second Excess Cash Balance Pension Plan).
- (7) As previously noted, Mr. Hancock resigned effective February 12, 2010.

The amount reported for Mr. Hancock for 2009 in the Salary column was paid 100% in cash. The amount reported for Mr. Hancock for 2009 in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column includes the following changes in actuarial present value of his accumulated benefit in the following plans: \$13,098 (Cash Balance Pension Plan); and \$24,173 (Second Excess Cash Balance Pension Plan). Mr. Hancock forfeited both of his pension plan balances because he did not have enough service before his resignation.

- (8) Under the terms of Mr. Hancock's November 25, 2008 employment agreement, which was grandfathered under the ARRA restrictions, Mr. Hancock would have received a guaranteed \$1,500,000 annual incentive compensation payment, which amount is reflected in the Bonus column. Mr. Hancock would have received this annual incentive compensation payment in two installments, the first of which (\$750,000) was paid on December 11, 2009 and the second of which (\$750,000) would have been paid on March 5, 2010. \$142,500 of the first installment was paid in the form of restricted stock that would have vested in equal 1/3 increments over a three-year period but was forfeited because of Mr. Hancock's resignation. Under his employment agreement, Mr. Hancock would have received a guaranteed \$1,500,000 long-term incentive award paid 25% as time-lapsed restricted stock, 25% as cash performance shares and 50% as options, but the award was forfeited due to his resignation.
- (9) The amount reported for Mr. Stevens for 2009 in the Salary column includes \$664,808 paid in cash and \$133,269 paid in salary stock. The annualized salary for Mr. Stevens for 2009 consisted of 59% cash (or \$705,000) and 41% equity (or \$495,000), although this full amount of equity was not actually received by Mr. Stevens. The amount reported for Mr. Stevens for 2009 in the Salary column also includes employee deferrals of \$14,700 into the 401(k) Savings Plan and \$37,783 into the Deferred Savings Plan and the amount

Table of Contents