

**KEYCORP**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**CHARTER**

**AS OF MAY 5, 2005**

Committee Mission. The Committee acts on behalf of the KeyCorp Board of Directors in the best interests of the Corporation and its shareholders with regard to the identification of individuals qualified to become Board members, selecting or recommending to the Board that the Board select the director nominees, including for the next annual meeting of shareholders, overseeing the evaluation of the Board, and providing guidance on board and corporate governance issues including recommending to the Board corporate governance guidelines applicable to the Corporation.

Members of the Committee are appointed by and serve at the pleasure of the Board of Directors. The Board of Directors shall appoint the Committee Chair. Members of the Committee shall meet the independence requirements of the New York Stock Exchange.

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

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

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

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

1. as to Directors:
  - (a) review and recommend to the Board of Directors a policy for retirement of directors,
  - (b) consider changes in the occupation or employment status of directors, pursuant to the Corporation's retirement policy for directors, when a director retires from or

otherwise leaves his or her principal occupation or employment and report to the Board the Committee's action in respect thereof,

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

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