

KEYCORP /NEW/  
Form 10-Q  
November 01, 2018

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended September 30, 2018**

**Commission File Number 001-11302**

**Exact name of registrant as specified in its charter:**

**Ohio** **34-6542451**  
State or other jurisdiction of incorporation or organization: I.R.S. Employer Identification Number:  
**127 Public Square, Cleveland, Ohio 44114-1306**  
Address of principal executive offices: Zip Code:  
**(216) 689-3000**  
Registrant's telephone number, including area code:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Common Shares with a par value of \$1 each 1,034,530,422 shares**  
**Title of class Outstanding at October 30, 2018**

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**PART I. FINANCIAL INFORMATION**

**Item 2. Management's Discussion & Analysis of Financial Condition & Results of Operations**

**Introduction**

This section reviews the financial condition and results of operations of KeyCorp and its subsidiaries for the quarterly and year-to-date periods ended September 30, 2018, and September 30, 2017. Some tables may include additional periods to comply with disclosure requirements or to illustrate trends in greater depth. When you read this discussion, you should also refer to the consolidated financial statements and related notes in this report. The page locations of specific sections and notes that we refer to are presented in the Table of Contents.

References to our "2017 Form 10-K" refer to our Form 10-K for the year ended December 31, 2017, which has been filed with the SEC and is available on its website ([www.sec.gov](http://www.sec.gov)) and on our website ([www.key.com/ir](http://www.key.com/ir)).

**Terminology**

Throughout this discussion, references to "Key," "we," "our," "us," and similar terms refer to the consolidated entity consisting of KeyCorp and its subsidiaries. "KeyCorp" refers solely to the parent holding company, and "KeyBank" refers to KeyCorp's subsidiary bank, KeyBank National Association.

We want to explain some industry-specific terms at the outset so you can better understand the discussion that follows.

We use the phrase **continuing operations** in this document to mean all of our businesses other than the education lending business and Austin. The education lending business and Austin have been accounted for as **discontinued operations** since 2009.

Our **exit loan portfolios** are separate from our **discontinued operations**. These portfolios, which are in a run-off mode, stem from product lines we decided to cease because they no longer fit with our corporate strategy. These exit loan portfolios are included in **Other Segments**.

We engage in **capital markets activities** primarily through business conducted by our Key Corporate Bank segment. These activities encompass a variety of products and services. Among other things, we trade securities as a dealer, enter into derivative contracts (both to accommodate clients' financing needs and to mitigate certain risks), and conduct transactions in foreign currencies (both to accommodate clients' needs and to benefit from fluctuations in exchange rates).

For regulatory purposes, capital is divided into two classes. Federal regulations currently prescribe that at least one-half of a bank or BHC's **total risk-based capital** must qualify as **Tier 1 capital**. Both total and Tier 1 capital serve as bases for several measures of capital adequacy, which is an important indicator of financial stability and condition. Banking regulators evaluate a component of Tier 1 capital, known as **Common Equity Tier 1**, under the **Regulatory Capital Rules**. The "Capital" section of this report under the heading "Capital adequacy" provides more information on total capital, Tier 1 capital, and the Regulatory Capital Rules, including Common Equity Tier 1, and describes how these measures are calculated.

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The acronyms and abbreviations identified below are used in the Management’s Discussion & Analysis of Financial Condition & Results of Operations as well as in the Notes to Consolidated Financial Statements (Unaudited). You may find it helpful to refer back to this page as you read this report.

|  |  |
|--|--|
| ALCO: Asset/Liability Management Committee.  | KBCM: KeyBanc Capital Markets, Inc.  |
| ALLL: Allowance for loan and lease losses.   | KCC: Key Capital Corporation.  |
| A/LM: Asset/liability management.  | KCDC: Key Community Development Corporation.   |
| AOCI: Accumulated other comprehensive income (loss).                               | KEF: Key Equipment Finance.  |
| APBO: Accumulated postretirement benefit obligation.                               | KEF: Key Equipment Finance.  |
| ASC: Accounting Standards Codification.  | KIBS: Key Insurance & Benefits Services, Inc.  |
| Austin: Austin Capital Management, Ltd.  | KMS: Key Merchant Services, LLC.   |
| BHCs: Bank holding companies.  | KPP: Key Principal Partners.   |
| Board: KeyCorp Board of Directors.   | KREEC: Key Real Estate Equity Capital, Inc.  |
| Cain Brothers: Cain Brothers & Company, LLC.                                       | LCR: Liquidity coverage ratio.   |
| CCAR: Comprehensive Capital Analysis and Review.                                   | LIBOR: London Interbank Offered Rate.  |
| CMBS: Commercial mortgage-backed securities.                                       | LIHTC: Low-income housing tax credit.  |
| CME: Chicago Mercantile Exchange.  | LTV: Loan-to-value.  |
| CMO: Collateralized mortgage obligation.   | Moody’s: Moody’s Investor Services, Inc.   |
| Common Shares: KeyCorp common shares, \$1 par value.                               | MRC: Market Risk Committee.  |
| DIF: Deposit Insurance Fund of the FDIC.   | MRM: Market Risk Management group.   |
| Dodd-Frank Act: Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. | N/A: Not applicable.   |
| EBITDA: Earnings before interest, taxes, depreciation, and amortization.           | NASDAQ: The NASDAQ Stock Market LLC.   |
| EPS: Earnings per share.   | NAV: Net asset value.  |
| ERISA: Employee Retirement Income Security Act of 1974.                            | N/M: Not meaningful.   |
| ERM: Enterprise risk management.   | NMTC: New market tax credit.   |
| EVE: Economic value of equity.   | NOW: Negotiable Order of Withdrawal.   |
| FASB: Financial Accounting Standards Board.  | NPR: Notice of proposed rulemaking.  |
| FDIC: Federal Deposit Insurance Corporation.                                       | NYSE: New York Stock Exchange.   |
| Federal Reserve: Board of Governors of the Federal Reserve System.                 | OCC: Office of the Comptroller of the Currency.  |
| FHLB: Federal Home Loan Bank of Cincinnati.  | OCI: Other comprehensive income (loss).  |
| FHLMC: Federal Home Loan Mortgage Corporation.                                     | OREO: Other real estate owned.   |
| FICO: Fair Isaac Corporation.  | OTTI: Other-than-temporary impairment.   |
| First Niagara: First Niagara Financial Group, Inc.                                 | PBO: Projected benefit obligation.   |
| FNMA: Federal National Mortgage Association, or Fannie Mae.                        | PCI: Purchased credit impaired.  |
| FSOC: Financial Stability Oversight Council.                                       | S&P: Standard and Poor’s Ratings Services, a Division of The McGraw-Hill Companies, Inc. |
| GAAP: U.S. generally accepted accounting principles.                               | SEC: U.S. Securities and Exchange Commission.  |
| GNMA: Government National Mortgage Association, or Ginnie Mae.                     | TCJ Act: Tax Cuts and Jobs Act.  |
| HelloWallet: HelloWallet, LLC.   | TDR: Troubled debt restructuring.  |
| HTC: Historic tax credit.  | TE: Taxable-equivalent.  |
|  | U.S. Treasury: United States Department of the Treasury.                                 |
|  | VaR: Value at risk.  |
|  | VEBA: Voluntary Employee Beneficiary Association.  |



ISDA: International Swaps and Derivatives Association. VIE: Variable interest entity.  
KAHC: Key Affordable Housing Corporation.

**Forward-looking statements**

From time to time, we have made or will make forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements do not relate strictly to historical or current facts. Forward-looking statements usually can be identified by the use of words such as “goal,” “objective,” “plan,” “expect,” “assume,” “anticipate,” “intend,” “project,” “believe,” “estimate,” or other words of similar meaning. Forward-looking statements provide our current expectations or forecasts of future events, circumstances, results or aspirations. Our disclosures in this report contain forward-looking statements. We may also make forward-looking

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statements in other documents filed with or furnished to the SEC. In addition, we may make forward-looking statements orally to analysts, investors, representatives of the media, and others.

Forward-looking statements, by their nature, are subject to assumptions, risks, and uncertainties, many of which are outside of our control. Our actual results may differ materially from those set forth in our forward-looking statements. There is no assurance that any list of risks and uncertainties or risk factors is complete. Factors that could cause our actual results to differ from those described in forward-looking statements include, but are not limited to:

- deterioration of commercial real estate market fundamentals;
- defaults by our loan counterparties or clients;
- adverse changes in credit quality trends;
- declining asset prices;
- our concentrated credit exposure in commercial and industrial loans;
- the extensive regulation of the U.S. financial services industry;
- changes in accounting policies, standards, and interpretations;
- operational or risk management failures by us or critical third parties;
- breaches of security or failures of our technology systems due to technological or other factors and cybersecurity threats;
- negative outcomes from claims or litigation;
- failure or circumvention of our controls and procedures;
- the occurrence of natural or man-made disasters, conflicts, or terrorist attacks, or other adverse external events;
- evolving capital and liquidity standards under applicable regulatory rules;
- disruption of the U.S. financial system;
- our ability to receive dividends from our subsidiary, KeyBank;
- unanticipated changes in our liquidity position, including but not limited to, changes in our access to or the cost of funding and our ability to secure alternative funding sources;
- downgrades in our credit ratings or those of KeyBank;
- a reversal of the U.S. economic recovery due to financial, political or other shocks;
- our ability to anticipate interest rate changes and manage interest rate risk;
- deterioration of economic conditions in the geographic regions where we operate;
- the soundness of other financial institutions;
- tax reform and other changes in tax laws, including the impact of the TCJ Act;
- our ability to attract and retain talented executives and employees and to manage our reputational risks;
- our ability to timely and effectively implement our strategic initiatives;
- increased competitive pressure from banks and non-banks;
- our ability to adapt our products and services to industry standards and consumer preferences;
- unanticipated adverse effects of strategic partnerships or acquisitions and dispositions of assets or businesses;
- our ability to realize the anticipated benefits of the First Niagara merger; and
- our ability to develop and effectively use the quantitative models we rely upon in our business planning.

Any forward-looking statements made by us or on our behalf speak only as of the date they are made, and we do not undertake any obligation to update any forward-looking statement to reflect the impact of subsequent events or circumstances. Before making an investment decision, you should carefully consider all risks and uncertainties disclosed in our 2017 Form 10-K and any subsequent reports filed with the SEC by Key as well as our registration statements under the Securities Act of 1933, as amended, all of which are or will upon filing be accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) and on our website at

[www.key.com/ir](http://www.key.com/ir).

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Our financial performance for each of the last five quarters is summarized in Figure 1.

**Figure 1. Selected Financial Data**

|  | 2018      |           |           | 2017      |           | Nine months ended<br>September 30, |           |   |
|--|-----------|-----------|-----------|-----------|-----------|------------------------------------|-----------|---|
|  | Third     | Second    | First     | Fourth    | Third     | 2018                               | 2017      |   |
| <i>dollars in millions, except per share amounts</i>   |           |           |           |           |           |                                    |           |   |
| <b>FOR THE PERIOD</b>  |           |           |           |           |           |                                    |           |   |
| Interest income  | \$ 1,239  | \$ 1,205  | \$ 1,137  | \$ 1,114  | \$ 1,109  | \$ 3,581                           | \$ 3,276  |   |
| Interest expense   | 253       | 226       | 193       | 176       | 161       | 672                                | 437       |   |
| Net interest income  | 986       | 979       | 944       | 938       | 948       | 2,909                              | 2,839     |   |
| Provision for credit losses  | 62        | 64        | 61        | 49        | 51        | 187                                | 180       |   |
| Noninterest income   | 609       | 660       | 601       | 656       | 592       | 1,870                              | 1,822     |   |
| Noninterest expense  | 964       | 993       | 1,006     | 1,098     | 992       | 2,963                              | 3,000     |   |
| Income (loss) from continuing operations before income taxes   | 569       | 582       | 478       | 447       | 497       | 1,629                              | 1,481     |   |
| Income (loss) from continuing operations attributable to Key   | 482       | 479       | 416       | 195       | 363       | 1,377                              | 1,094     |   |
| Income (loss) from discontinued operations, net of taxes   | —         | 3         | 2         | 1         | 1         | 5                                  | 6         |   |
| Net income (loss) attributable to Key  | 482       | 482       | 418       | 196       | 364       | 1,382                              | 1,100     |   |
| Income (loss) from continuing operations attributable to Key common shareholders                     | 468       | 464       | 402       | 181       | 349       | 1,334                              | 1,038     |   |
| Income (loss) from discontinued operations, net of taxes   | —         | 3         | 2         | 1         | 1         | 5                                  | 6         |   |
| Net income (loss) attributable to Key common shareholders  | 468       | 467       | 404       | 182       | 350       | 1,339                              | 1,044     |   |
| <b>PER COMMON SHARE</b>  |           |           |           |           |           |                                    |           |   |
| Income (loss) from continuing operations attributable to Key common shareholders                     | \$ .45    | \$ .44    | \$ .38    | \$ .17    | \$ .32    | \$ 1.28                            | \$ .96    |   |
| Income (loss) from discontinued operations, net of taxes   | —         | —         | —         | —         | —         | .01                                | .01       |   |
| Net income (loss) attributable to Key common shareholders <sup>(a)</sup>                             | .45       | .44       | .38       | .17       | .32       | 1.27                               | .97       |   |
| Income (loss) from continuing operations attributable to Key common shareholders — assuming dilution | .45       | .44       | .38       | .17       | .32       | 1.26                               | .95       |   |
| Income (loss) from discontinued operations, net of taxes — assuming dilution                         | —         | —         | —         | —         | —         | .01                                | .01       |   |
| Net income (loss) attributable to Key common shareholders — assuming dilution <sup>(a)</sup>         | .45       | .44       | .38       | .17       | .32       | 1.26                               | .96       |   |
| Cash dividends paid  | .17       | .12       | .105      | .105      | .095      | .395                               | .275      |   |
| Book value at period end   | 13.33     | 13.29     | 13.07     | 13.09     | 13.18     | 13.33                              | 13.18     |   |
| Tangible book value at period end  | 10.59     | 10.59     | 10.35     | 10.35     | 10.52     | 10.59                              | 10.52     |   |
| Market price:  |           |           |           |           |           |                                    |           |   |
| High   | 21.91     | 21.05     | 22.40     | 20.58     | 19.48     | 22.40                              | 19.37     |   |
| Low  | 19.38     | 18.72     | 19.00     | 17.40     | 16.28     | 18.72                              | 16.47     |   |
| Close  | 19.89     | 19.54     | 19.55     | 20.17     | 18.82     | 19.89                              | 18.82     |   |
| Weighted-average common shares outstanding (000)   | 1,036,479 | 1,052,652 | 1,056,037 | 1,062,348 | 1,073,390 | 1,048,397                          | 1,075,296 |   |
| Weighted-average common shares and potential common shares outstanding (000) <sup>(b)</sup>          | 1,049,976 | 1,065,793 | 1,071,786 | 1,079,330 | 1,088,841 | 1,062,816                          | 1,091,655 |   |
| <b>AT PERIOD END</b>   |           |           |           |           |           |                                    |           |   |
| Loans  | \$ 89,268 | \$ 88,222 | \$ 88,089 | \$ 86,405 | \$ 86,492 | \$ 89,268                          | \$ 86,492 |   |
| Earning assets   | 125,007   | 123,472   | 122,961   | 123,490   | 122,625   | 125,007                            | 122,625   |   |
| Total assets   | 138,805   | 137,792   | 137,049   | 137,698   | 136,733   | 138,805                            | 136,733   |   |
| Deposits   | 105,780   | 104,548   | 104,751   | 105,235   | 103,446   | 105,780                            | 103,446   |   |
| Long-term debt   | 13,849    | 13,853    | 13,749    | 14,333    | 15,100    | 13,849                             | 15,100    |   |
| Key common shareholders' equity  | 13,758    | 14,075    | 13,919    | 13,998    | 14,224    | 13,758                             | 14,224    |   |
| Key shareholders' equity   | 15,208    | 15,100    | 14,944    | 15,023    | 15,249    | 15,208                             | 15,249    |   |
| <b>PERFORMANCE RATIOS — FROM CONTINUING OPERATIONS</b>   |           |           |           |           |           |                                    |           |   |
| Return on average total assets   | 1.40      | % 1.41    | % 1.25    | % .57     | % 1.07    | % 1.35                             | % 1.10    | % |
| Return on average common equity  | 13.36     | 13.29     | 11.76     | 5.04      | 9.74      | 12.81                              | 9.89      |   |
| Return on average tangible common equity <sup>(c)</sup>  | 16.81     | 16.73     | 14.89     | 6.35      | 12.21     | 16.16                              | 12.36     |   |

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|  |                  |           |           |           |           |                  |           |
|--|------------------|-----------|-----------|-----------|-----------|------------------|-----------|
| Net interest margin (TE)                                 | <b>3.18</b>      | 3.19      | 3.15      | 3.09      | 3.15      | <b>3.17</b>      | 3.19      |
| Cash efficiency ratio <sup>(c)</sup>                     | <b>58.7</b>      | 58.8      | 62.9      | 66.7      | 62.2      | <b>60.1</b>      | 62.4      |
| <b>PERFORMANCE RATIOS — FROM CONSOLIDATED OPERATIONS</b> |                  |           |           |           |           |                  |           |
| Return on average total assets                           | <b>1.39</b>      | % 1.40    | % 1.24    | % .57     | % 1.06    | % <b>1.35</b>    | % 1.09 %  |
| Return on average common equity                          | <b>13.36</b>     | 13.37     | 11.82     | 5.07      | 9.77      | <b>12.86</b>     | 9.95      |
| Return on average tangible common equity <sup>(c)</sup>  | <b>16.81</b>     | 16.84     | 14.97     | 6.39      | 12.25     | <b>16.22</b>     | 12.43     |
| Net interest margin (TE)                                 | <b>3.16</b>      | 3.17      | 3.13      | 3.07      | 3.13      | <b>3.15</b>      | 3.17      |
| Loan-to-deposit <sup>(d)</sup>                           | <b>87.0</b>      | 86.9      | 86.9      | 84.4      | 86.2      | <b>87.0</b>      | 86.2      |
| <b>CAPITAL RATIOS AT PERIOD END</b>                      |                  |           |           |           |           |                  |           |
| Key shareholders' equity to assets                       | <b>10.96</b>     | % 10.96   | % 10.90   | % 10.91   | % 11.15   | % <b>10.96</b>   | % 11.15 % |
| Key common shareholders' equity to assets                | <b>9.93</b>      | 10.21     | 10.16     | 10.17     | 10.40     | <b>9.93</b>      | 10.40     |
| Tangible common equity to tangible assets <sup>(c)</sup> | <b>8.05</b>      | 8.32      | 8.22      | 8.23      | 8.49      | <b>8.05</b>      | 8.49      |
| Common Equity Tier 1                                     | <b>9.95</b>      | 10.13     | 9.99      | 10.16     | 10.26     | <b>9.95</b>      | 10.26     |
| Tier 1 risk-based capital                                | <b>11.11</b>     | 10.95     | 10.82     | 11.01     | 11.11     | <b>11.11</b>     | 11.11     |
| Total risk-based capital                                 | <b>12.99</b>     | 12.83     | 12.73     | 12.92     | 13.09     | <b>12.99</b>     | 13.09     |
| Leverage   | <b>10.03</b>     | 9.87      | 9.76      | 9.73      | 9.83      | <b>10.03</b>     | 9.83      |
| <b>TRUST ASSETS</b>                                      |                  |           |           |           |           |                  |           |
| Assets under management                                  | <b>\$ 40,575</b> | \$ 39,663 | \$ 39,003 | \$ 39,588 | \$ 38,660 | <b>\$ 40,575</b> | \$ 38,660 |
| <b>OTHER DATA</b>  |                  |           |           |           |           |                  |           |
| Average full-time-equivalent employees                   | <b>18,150</b>    | 18,376    | 18,540    | 18,379    | 18,548    | <b>18,354</b>    | 18,427    |
| Branches   | <b>1,166</b>     | 1,177     | 1,192     | 1,197     | 1,208     | <b>1,166</b>     | 1,208     |

(a) EPS may not foot due to rounding.

(b) Assumes conversion of Common Share options and other stock awards as applicable.

(c) See Figure 2 entitled "GAAP to Non-GAAP Reconciliations," which presents the computations of certain financial measures related to "tangible common equity" and "cash efficiency." The table reconciles the GAAP performance measures to the corresponding non-GAAP measures, which provides a basis for period-to-period comparisons.

(d) Represents period-end consolidated total loans and loans held for sale divided by period-end consolidated total deposits.

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Figure 2 presents certain non-GAAP financial measures related to “tangible common equity,” “return on tangible common equity,” “pre-provision net revenue,” “cash efficiency ratio,” and “Common Equity Tier 1 under the Regulatory Capital Rules (estimates).”

The tangible common equity ratio and the return on tangible common equity ratio have been a focus for some investors, and management believes that these ratios may assist investors in analyzing Key’s capital position without regard to the effects of intangible assets and preferred stock. Since analysts and banking regulators may assess our capital adequacy using tangible common equity, we believe it is useful to enable investors to assess our capital adequacy on these same bases. Figure 2 reconciles the GAAP performance measures to the corresponding non-GAAP measures.

Figure 2 also shows the computation for and reconciliation of pre-provision net revenue, which is not formally defined by GAAP. We believe that eliminating the effects of the provision for credit losses makes it easier to analyze our results by presenting them on a more comparable basis.

The cash efficiency ratio is a ratio of two non-GAAP performance measures. Accordingly, there is no directly comparable GAAP performance measure. The cash efficiency ratio excludes the impact of our intangible asset amortization from the calculation. We believe this ratio provides greater consistency and comparability between our results and those of our peer banks. Additionally, this ratio is used by analysts and investors as they develop earnings forecasts and peer bank analysis.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Although these non-GAAP financial measures are frequently used by investors to evaluate a company, they have limitations as analytical tools, and should not be considered in isolation, nor as a substitute for analyses of results as reported under GAAP.

Table of contents**Figure 2. GAAP to Non-GAAP Reconciliations**

| <i>dollars in millions</i>  | Three months ended |            |            |            |            | Nine months ended |           |
|---|--------------------|------------|------------|------------|------------|-------------------|-----------|
|   | 9/30/2018          | 6/30/2018  | 3/31/2018  | 12/31/2017 | 9/30/2017  | 9/30/2018         | 9/30/2017 |
| <b>Tangible common equity to tangible assets at period-end</b>                              |                    |            |            |            |            |                   |           |
| Key shareholders' equity (GAAP)   | \$ 15,208          | \$ 15,100  | \$ 14,944  | \$ 15,023  | \$ 15,249  |                   |           |
| Less: Intangible assets (a)   | 2,838              | 2,858      | 2,902      | 2,928      | 2,870      |                   |           |
| Preferred Stock (b)   | 1,421              | 1,009      | 1,009      | 1,009      | 1,009      |                   |           |
| Tangible common equity (non-GAAP)   | \$ 10,949          | \$ 11,233  | \$ 11,033  | \$ 11,086  | \$ 11,370  |                   |           |
| Total assets (GAAP)   | \$ 138,805         | \$ 137,792 | \$ 137,049 | \$ 137,698 | \$ 136,733 |                   |           |
| Less: Intangible assets (a)   | 2,838              | 2,858      | 2,902      | 2,928      | 2,870      |                   |           |
| Tangible assets (non-GAAP)  | \$ 135,967         | \$ 134,934 | \$ 134,147 | \$ 134,770 | \$ 133,863 |                   |           |
| Tangible common equity to tangible assets ratio (non-GAAP)                                  | 8.05               | % 8.32     | % 8.22     | % 8.23     | % 8.49     | %                 |           |
| <b>Average tangible common equity</b>   |                    |            |            |            |            |                   |           |
| Average Key shareholders' equity (GAAP)   | \$ 15,210          | \$ 15,032  | \$ 14,889  | \$ 15,268  | \$ 15,241  | \$ 15,045         | \$ 15,208 |
| Less: Intangible assets (average) (c)   | 2,848              | 2,883      | 2,916      | 2,939      | 2,878      | 2,882             | 2,802     |
| Preferred Stock (average)   | 1,316              | 1,025      | 1,025      | 1,025      | 1,025      | 1,123             | 1,175     |
| Average tangible common equity (non-GAAP)   | \$ 11,046          | \$ 11,124  | \$ 10,948  | \$ 11,304  | \$ 11,338  | \$ 11,040         | \$ 11,231 |
| <b>Return on average tangible common equity from continuing operations</b>                  |                    |            |            |            |            |                   |           |
| Net income (loss) from continuing operations attributable to Key common shareholders (GAAP) | \$ 468             | \$ 464     | \$ 402     | \$ 181     | \$ 349     | \$ 1,334          | \$ 1,038  |
| Average tangible common equity (non-GAAP)   | 11,046             | 11,124     | 10,948     | 11,304     | 11,338     | 11,040            | 11,231    |
| Return on average tangible common equity from continuing operations (non-GAAP)              | 16.81              | % 16.73    | % 14.89    | % 6.35     | % 12.21    | % 16.16           | % 12.36   |
| <b>Return on average tangible common equity consolidated</b>                                |                    |            |            |            |            |                   |           |
| Net income (loss) attributable to Key common shareholders (GAAP)                            | \$ 468             | \$ 467     | \$ 404     | \$ 182     | \$ 350     | \$ 1,339          | \$ 1,044  |
| Average tangible common equity (non-GAAP)   | 11,046             | 11,124     | 10,948     | 11,304     | 11,338     | 11,040            | 11,231    |
| Return on average tangible common equity consolidated (non-GAAP)                            | 16.81              | % 16.84    | % 14.97    | % 6.39     | % 12.25    | % 16.22           | % 12.43   |
| <b>Pre-provision net revenue</b>  |                    |            |            |            |            |                   |           |
| Net interest income (GAAP)  | \$ 986             | \$ 979     | \$ 944     | \$ 938     | \$ 948     | \$ 2,909          | \$ 2,839  |
| Plus: Taxable-equivalent adjustment   | 7                  | 8          | 8          | 14         | 14         | 23                | 39        |
| Noninterest income (GAAP)   | 609                | 660        | 601        | 656        | 592        | 1,870             | 1,822     |
| Less: Noninterest expense (GAAP)  | 964                | 993        | 1,006      | 1,098      | 992        | 2,963             | 3,000     |
| Pre-provision net revenue from continuing operations (non-GAAP)                             | \$ 638             | \$ 654     | \$ 547     | \$ 510     | \$ 562     | \$ 1,839          | \$ 1,700  |
| <b>Cash efficiency ratio</b>  |                    |            |            |            |            |                   |           |
| Noninterest expense (GAAP)  | \$ 964             | \$ 993     | \$ 1,006   | \$ 1,098   | \$ 992     | \$ 2,963          | \$ 3,000  |
| Less: Intangible asset amortization   | 23                 | 25         | 29         | 26         | 25         | 77                | 69        |
| Adjusted noninterest expense (non-GAAP)   | \$ 941             | \$ 968     | \$ 977     | \$ 1,072   | \$ 967     | \$ 2,886          | \$ 2,931  |
| Net interest income (GAAP)  | \$ 986             | \$ 979     | \$ 944     | \$ 938     | \$ 948     | \$ 2,909          | \$ 2,839  |
| Plus: Taxable-equivalent adjustment   | 7                  | 8          | 8          | 14         | 14         | 23                | 39        |
| Noninterest income (GAAP)   | 609                | 660        | 601        | 656        | 592        | 1,870             | 1,822     |
| Total taxable-equivalent revenue (non-GAAP)   | \$ 1,602           | \$ 1,647   | \$ 1,553   | \$ 1,608   | \$ 1,554   | \$ 4,802          | \$ 4,700  |
| Cash efficiency ratio (non-GAAP)  | 58.7               | % 58.8     | % 62.9     | % 66.7     | % 62.2     | % 60.1            | % 62.4    |

**Three months  
ended  
September 30,  
2018**

**Common Equity Tier 1 under the Regulatory Capital Rules (estimates)**

|  |           |
|--|-----------|
| Common Equity Tier 1 under current Regulatory Capital Rules  | \$ 12,235 |
| Adjustments from current Regulatory Capital Rules to the fully phased-in Regulatory Capital Rules: |           |
| Deferred tax assets and other intangible assets <sup>(d)</sup>                                     | —         |
| Common Equity Tier 1 anticipated under the fully phased-in Regulatory Capital Rules <sup>(e)</sup> | \$ 12,235 |

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|  |            |   |
|--|------------|---|
| Net risk-weighted assets under current Regulatory Capital Rules  | \$ 122,908 |   |
| Adjustments from current Regulatory Capital Rules to the fully phased-in Regulatory Capital Rules:       |            |   |
| Mortgage servicing assets <sup>(f)</sup>   | 755        |   |
| Deferred tax assets  | 276        |   |
| Total risk-weighted assets anticipated under the fully phased-in Regulatory Capital Rules <sup>(e)</sup> | \$ 123,939 |   |
| Common Equity Tier 1 ratio under the fully phased-in Regulatory Capital Rules <sup>(e)</sup>             | 9.87       | % |

(a) For the three months ended September 30, 2018, June 30, 2018, March 31, 2018, December 31, 2017, and September 30, 2017, intangible assets exclude \$17 million, \$20 million, \$23 million, \$26 million, and \$30 million, respectively, of period-end purchased credit card receivables.

(b) Net of capital surplus.

For the three months ended September 30, 2018, June 30, 2018, March 31, 2018, December 31, 2017, and September 30, 2017, average intangible assets exclude \$18 million, \$21 million, \$24 million, \$28 million, and \$32 million, respectively, of average purchased credit card receivables. For the nine months ended September 30, 2018, and September 30, 2017, average intangible assets exclude \$21 million and \$36 million, respectively, of average purchased credit card receivables.

(d) Includes the deferred tax assets subject to future taxable income for realization, primarily tax credit carryforwards, as well as intangible assets (other than goodwill and mortgage servicing assets) subject to the transition provisions of the final rule.

(e) The anticipated amount of regulatory capital and risk-weighted assets is based upon the federal banking agencies' Regulatory Capital Rules (as fully phased-in on January 1, 2019); we are subject to the Regulatory Capital Rules under the "standardized approach."

(f) Item is included in the 10%/15% exceptions bucket calculation and is risk-weighted at 250%.

### Long-term financial targets

Our long-term financial targets are as follows:

- Generate positive operating leverage and a cash efficiency ratio in the range of 54.0% to 56.0%;
- Maintain a moderate risk profile by targeting a net loan charge-offs to average loans ratio in the range of .40% to .60%; and



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Achieve a return on tangible common equity ratio in the range of 16.00% to 19.00%.

Figure 3 shows the evaluation of our long-term financial targets for the three and nine months ended September 30, 2018.

**Figure 3. Evaluation of Our Long-Term Targets**

|                             | Key Metrics <sup>(a)</sup>                              | 3Q18   | YTD 2018 | Targets         |
|-----------------------------|---|--------|----------|-----------------|
| Positive operating leverage | Cash efficiency ratio <sup>(b)</sup>                    | 58.7   | %60.1    | %54.0 - 56.0%   |
| Moderate Risk Profile       | Net loan charge-offs to average loans                   | .27    | %.26     | %.40 - .60%     |
| Financial Returns           | Return on average tangible common equity <sup>(b)</sup> | 16.81% | 16.16    | %16.00 - 19.00% |

(a) Calculated from continuing operations, unless otherwise noted.

(b) Non-GAAP measure; see Figure 2 entitled "GAAP to Non-GAAP Reconciliations" for reconciliation.

**Strategic developments**

Our actions and results during the third quarter of 2018 supported our corporate strategy described in the "Introduction" section under the "Corporate strategy" heading on page 38 of our 2017 Form 10-K.

We continued to **grow profitably** during the third quarter of 2018. Our cash efficiency ratio improved to 58.7%, a decrease of over 300 basis points when compared to the year-ago quarter. This improvement was driven by an increase in both net interest income and noninterest income, with total revenue increasing 3.1% when compared to the third quarter of 2017. Net interest income benefited from higher interest rates and earning asset balances. Noninterest income saw an increase from the same period one year ago because of our continued investment in our differentiated business model.

Our 2017 acquisitions of Cain Brothers and KMS as well as continued strength in our core businesses contributed to the increase in noninterest income during the third quarter of 2018 compared to the year-ago quarter as we **acquire and expand targeted client relationships**. Investment banking and debt placement fees grew \$25 million from the year-ago quarter, benefiting from organic growth and the Cain Brothers acquisition. Excluding the impact of the new revenue recognition accounting standard, cards and payments income increased due to growth in credit and debit card fees, purchase and prepaid card fees, and merchant services income.

During the third quarter of 2018, we **effectively managed risk and rewards** as net loan charge-offs were .27% of average loans, below our targeted range. While net loan charge-offs for the three months ended September 30, 2018, increased from the same period one year ago, this was primarily due to a large recovery that occurred in the third quarter of 2017.

**Maintaining financial strength** while driving long-term shareholder value was again a focus during the third quarter of 2018. At September 30, 2018, our Common Equity Tier 1 and Tier 1 risk-based capital ratios stood at 9.95% and 11.11%, respectively. Consistent with our 2018 Capital Plan, we completed \$542 million of common share repurchases. The Board also declared an increase to our common share dividend, up to \$.17 per share from \$.12 during the quarter, consistent with our 2018 Capital Plan. In total, we have completed \$3.4 billion of common share repurchases since 2012.

During the third quarter, we were recognized by G.I. Jobs and Military Spouse magazines as a Military Friendly® and Military Friendly® Spouse Employer. Also, during the third quarter, we received the Leading Disability Employer Seal from the National Organization on Disability. In September, we hosted the 2018 KeyBank Supplier Summit to lead the conversation on supplier diversity. These awards and initiatives highlight our strategy to **engage a high-performing, talented, and diverse workforce**.

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**Demographics**

We have two major business segments: Key Community Bank and Key Corporate Bank.

Key Community Bank serves individuals and small to mid-sized businesses by offering a variety of deposit and investment, lending, mortgage and home equity, credit card, and personalized wealth management products and business advisory services. Key Community Bank also purchases retail auto sales contracts via a network of auto dealerships. These products and services are provided through our relationship managers and specialists working in our 15-state branch network, which is organized into ten internally defined geographic regions: Washington, Oregon/Alaska, Rocky Mountains, Indiana/Northwest Ohio/Michigan, Central/Southwest Ohio, East Ohio/Western Pennsylvania, Atlantic, Western New York, Eastern New York, and New England. In addition, some of these product capabilities are delivered by Key Corporate Bank to clients of Key Community Bank.

Key Corporate Bank is a full-service corporate and investment bank focused principally on serving the needs of middle market clients in seven industry sectors: consumer, energy, healthcare, industrial, public sector, real estate, and technology. Key Corporate Bank delivers a broad suite of banking and capital markets products to its clients, including syndicated finance, debt and equity capital markets, commercial payments, equipment finance, commercial mortgage banking, derivatives, foreign exchange, financial advisory, and public finance. Key Corporate Bank is also a significant servicer of commercial mortgage loans and a significant special servicer of CMBS. Key Corporate Bank delivers many of its product capabilities to clients of Key Community Bank.

**Supervision and regulation**

The following discussion provides a summary of recent regulatory developments and should be read in conjunction with the disclosure included in our 2017 Form 10-K under the heading “Supervision and Regulation” in Item 1. Business and under the heading “II. Compliance Risk” in Item 1A. Risk Factors.

Regulatory capital requirements

The final rule to implement the Basel III international capital framework (“Basel III”) was effective January 1, 2015, with a multi-year transition period ending on December 31, 2018 (“Regulatory Capital Rules”). The Basel III capital framework and the U.S. implementation of the Basel III capital framework are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Regulatory capital requirements.”

Under the Regulatory Capital Rules, standardized approach banking organizations, such as KeyCorp and KeyBank, are required to meet the minimum capital and leverage ratios set forth in Figure 4 below. At September 30, 2018, Key had an estimated Common Equity Tier 1 Capital Ratio of 9.87% under the fully phased-in Regulatory Capital Rules. Also, at September 30, 2018, based on the fully phased-in Regulatory Capital Rules, Key estimates that its capital and leverage ratios, after adjustment for market risk, would be as set forth in Figure 4.

**Figure 4. Pro Forma Ratios vs. Minimum Capital Ratios Calculated Under the Fully Phased-In Regulatory Capital Rules**

| Ratios (including capital conservation buffer) | Key<br>September 30,<br>2018<br>Pro forma | Minimum<br>January<br>1, 2018 | Phase-in<br>Period | Minimum<br>January 1,<br>2019 |
|--|---|-------------------------------|--------------------|-------------------------------|
|--|---|-------------------------------|--------------------|-------------------------------|

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|  |       |   |     |   |               |      |   |
|--|-------|---|-----|---|---------------|------|---|
| Common Equity Tier 1 <sup>(a)</sup>                | 9.87  | % | 4.5 | % | None          | 4.5  | % |
| Capital conservation buffer <sup>(b)</sup>         |       |   | —   |   | 1/1/16-1/1/19 | 2.5  |   |
| Common Equity Tier 1 + Capital conservation buffer |       |   | 4.5 |   | 1/1/16-1/1/19 | 7.0  |   |
| Tier 1 Capital                                     | 11.02 | % | 6.0 |   | None          | 6.0  |   |
| Tier 1 Capital + Capital conservation buffer       |       |   | 6.0 |   | 1/1/16-1/1/19 | 8.5  |   |
| Total Capital                                      | 12.89 | % | 8.0 |   | None          | 8.0  |   |
| Total Capital + Capital conservation buffer        |       |   | 8.0 |   | 1/1/16-1/1/19 | 10.5 |   |
| Leverage <sup>(c)</sup>                            | 10.03 | % | 4.0 |   | None          | 4.0  |   |

<sup>(a)</sup> See Figure 2 entitled "GAAP to Non-GAAP Reconciliations," which presents the computation of Common Equity Tier 1 capital under the fully phased-in regulatory capital rules.

<sup>(b)</sup> Capital conservation buffer must consist of Common Equity Tier 1 capital. As a standardized approach banking organization, KeyCorp is not subject to the countercyclical capital buffer of up to 2.5% imposed upon an advanced approaches banking organization under the Regulatory Capital Rules.

<sup>(c)</sup> As a standardized approach banking organization, KeyCorp is not subject to the 3% supplemental leverage ratio requirement, which became effective January 1, 2018.

Table of contents*Revised prompt corrective action framework*

The federal prompt corrective action (“PCA”) framework under the FDIA groups FDIC-insured depository institutions into one of five prompt corrective action capital categories: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” and “critically undercapitalized.” In addition to implementing the Basel III capital framework in the United States, the Regulatory Capital Rules also revised the prompt corrective action capital category threshold ratios applicable to FDIC-insured depository institutions such as KeyBank, with an effective date of January 1, 2015. The revised prompt corrective action framework table in Figure 5 identifies the capital category thresholds for a “well capitalized” and an “adequately capitalized” institution under the Prompt Corrective Action Framework.

**Figure 5. "Well Capitalized" and "Adequately Capitalized" Capital Category Ratios under Revised PCA Framework**

| Prompt Corrective Action Ratio  | Capital Category |                        |
|---------------------------------|------------------|------------------------|
|                                 | Well Capitalized | Adequately Capitalized |
| Common Equity Tier 1 Risk-Based | 6.5 %            | 4.5 %                  |
| Tier 1 Risk-Based               | 8.0              | 6.0                    |
| Total Risk-Based                | 10.0             | 8.0                    |
| Tier 1 Leverage <sup>(b)</sup>  | 5.0              | 4.0                    |

(a) A “well capitalized” institution also must not be subject to any written agreement, order, or directive to meet and maintain a specific capital level for any capital measure.

(b) As a “standardized approach” banking organization, KeyBank is not subject to the 3% supplemental leverage ratio requirement, which became effective January 1, 2018.

We believe that, as of September 30, 2018, KeyBank (consolidated) satisfied the risk-based and leverage capital requirements necessary to be considered “well capitalized” for purposes of the PCA framework. However, investors should not regard this determination as a representation of the overall financial condition or prospects of KeyBank because the prompt corrective action framework is intended to serve a limited supervisory function. Moreover, it is important to note that the prompt corrective action framework does not apply to BHCs, like KeyCorp.

*Recent regulatory capital-related developments*

On September 27, 2017, the federal banking agencies issued a joint proposal to simplify certain aspects of the Regulatory Capital Rules for standardized approach banking organizations (the “Simplification Proposal”), including Key. In anticipation of the Simplification Proposal, on August 22, 2017, the agencies issued a companion proposal to extend the current capital treatment for certain items that are part of the Simplification Proposal and also subject to the multi-year transition period for the Regulatory Capital Rules, which ends on December 31, 2018 (the “Transitions Proposal”). The Transitions Proposal was published as a final rule in the Federal Register on November 21, 2017, and is expected to alleviate the burden that would have resulted from the continued phase-in of those capital requirements as the agencies seek public comment on and work to finalize the Simplification Proposal. The Simplification Proposal and the Transitions Proposal are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Regulatory capital requirements - Recent regulatory capital-related developments.”

In December 2017, the Basel Committee released its final revisions to Basel III. The revisions seek to restore credibility in the calculation of risk-weighted assets and improve the comparability of regulatory capital ratios across banking organizations. The revisions are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Regulatory capital requirements - Recent regulatory capital-related developments.”

The U.S. federal banking agencies released a statement announcing their support for the Basel Committee's efforts, but cautioned that they will consider how to appropriately incorporate these revisions into the Regulatory Capital Rules, and that any proposed changes based on the Basel Committee revisions would be subject to notice-and-comment rulemaking. In view of the prohibition under the Dodd-Frank Act on the use of credit ratings in federal regulation, there is some uncertainty as to whether or how the agencies would implement the ratings-based aspects of the Basel Committee revisions to Basel III, as well as any other aspect of the Basel Committee revisions that permit the U.S. agencies to exercise home-country discretion, for example, due to differences in accounting or market practices, and legal requirements.

Subsequently, in February 2018, the Basel Committee released for public consultation a proposal to update the Pillar 3 disclosure framework, to more appropriately align it to the changes adopted under the Basel Committee's final revisions to Basel III. The public consultation period ended on May 25, 2018. Before any action is taken by the

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federal banking agencies with respect to the revised Pillar 3 disclosure framework, it first must be adopted in final form by the Basel Committee, and the federal agencies must determine whether and to what extent they will implement the final revisions to Basel III released by the Basel Committee in December 2017.

In April 2018, the federal banking agencies released a joint proposal to amend their Regulatory Capital Rules to address the regulatory capital effects of forthcoming changes to GAAP set forth in Accounting Standards Update No. 2016-13, Topic 326, Financial Instruments - Credit Losses (ASU 2016-13), which introduces the current expected credit losses methodology. The proposal identifies which credit loss allowances under the new accounting standard would be eligible for inclusion in a banking organization's regulatory capital and provides banking organizations with the option to phase in over a three-year period the adverse day-one regulatory capital effects of adoption of the new accounting standard on retained earnings, deferred tax assets, credit loss allowances, and average total consolidated assets. For SEC reporting companies, the new accounting standard will become effective for the first fiscal year starting after December 15, 2019. The banking agencies' proposal was published in the Federal Register on May 14, 2018, with a 60-day public comment period that ended on July 13, 2018.

## Capital planning and stress testing

On December 7, 2017, the Federal Reserve released for public comment a package of proposals that would increase the transparency of its stress testing program while maintaining the Federal Reserve's ability to test the resilience of the nation's largest, most complex banks. The proposals responded to public and industry calls for more transparency around the CCAR program. The proposals are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading "Supervision and Regulation - Regulatory capital requirements - Recent developments in capital planning and stress testing."

In a separate release, published April 10, 2018, the Federal Reserve invited comment on a proposal to integrate certain aspects of the Federal Reserve's Regulatory Capital Rules with the CCAR and stress test rules, in order to simplify the overall capital framework that is currently applicable to banking organizations subject to the capital plan rule (including KeyCorp). Under the proposal, the Federal Reserve would (1) amend the capital conservation buffer requirement under the Regulatory Capital Rules by replacing the static risk-weighted assets component of the buffer with a new measure, the stress capital buffer, which would be based on the results of an individual banking organization's annual supervisory stress test; (2) introduce a stress leverage buffer requirement that would replace the existing Tier 1 leverage requirement under CCAR; (3) modify certain assumptions under the supervisory stress test; (4) remove the 30% dividend payout ratio limitation as a criterion for heightened supervisory scrutiny of an organization's capital plan; and (5) eliminate the CCAR quantitative objection.

Under the proposed rule, a banking organization would not be subject to any limitations on capital distributions and discretionary bonus payments if it satisfies all minimum capital requirements and its capital conservation requirement (as amended to incorporate the stress capital buffer), stress leverage buffer requirement, and, if applicable, the advanced approaches capital conservation buffer requirement and supplementary leverage ratio standard (the latter two of which do not apply to KeyCorp). If it is adopted as a final rule, the proposal would be effective December 31, 2018; however, the stress capital buffer and stress leverage buffer requirements would generally not be effective until October 1, 2019. The comment period for this proposal ended on June 25, 2018. Key expects that the proposal would have a marginally favorable impact on its capital requirements.

## Liquidity requirements

In October 2014, the federal banking agencies published a final rule to implement the Basel III liquidity coverage ratio (“Basel III LCR”) for U.S. banking organizations (the “Liquidity Coverage Rules”) that establishes a minimum LCR for certain internationally active bank and nonbank financial companies (excluding KeyCorp) and a modified version of the LCR (“Modified LCR”) for BHCs and other depository institution holding companies with over \$50 billion in consolidated assets that are not internationally active (including KeyCorp). KeyBank will not be subject to the LCR or the Modified LCR under the Liquidity Coverage Rules unless the OCC affirmatively determines that application to KeyBank is appropriate in light of KeyBank’s asset size, level of complexity, risk profile, scope of operations, affiliation with foreign or domestic covered entities, or risk to the financial system.

Under the Liquidity Coverage Rules, KeyCorp must calculate a Modified LCR on a monthly basis, and was required to satisfy a minimum Modified LCR requirement of 100% by January 1, 2017. At September 30, 2018, Key’s Modified LCR was above 100%. In the future, KeyCorp may change the composition of our investment portfolio,

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increase the size of the overall investment portfolio, and modify product offerings to enhance or optimize our liquidity position.

### *Net stable funding ratio*

The federal banking agencies commenced the U.S. implementation of the Basel III net stable funding ratio (“NSFR”) in April and May 2016, with the release of a proposed rule to implement a NSFR requirement for certain internationally active banking organizations (excluding KeyCorp) and a modified version of the minimum NSFR requirement (“Modified NSFR”) for BHCs and other depository institution holding companies with over \$50 billion in consolidated assets that are not internationally active (including KeyCorp), together with quarterly public disclosure requirements. The proposed rule would require banking organizations to satisfy a minimum NSFR requirement of 1.0 on an ongoing basis. However, banking organizations subject to the Modified NSFR (like KeyCorp) would be required to maintain a lower minimum amount of available stable funding, equal to 70% of the required stable funding under the NSFR. The proposed rule was scheduled to be effective on January 1, 2018; however, it has not been adopted in final form. The comment period for the NPR expired on August 5, 2016. If the proposed NSFR requirement is adopted as a final rule, then similar to actions taken in connection with the implementation of the Liquidity Coverage Rules, KeyCorp may adjust its balance sheet or modify product offerings to enhance its liquidity position.

### Resolution and recovery planning

BHCs with at least \$50 billion in total consolidated assets, like KeyCorp, are required to periodically submit to the Federal Reserve and FDIC a plan discussing how the company could be rapidly and efficiently resolved if the company failed or experienced material financial distress. Insured depository institutions with at least \$50 billion in total consolidated assets, like KeyBank, are also required to submit a resolution plan to the FDIC. These plans are due annually unless the requirement to submit the plans is deferred by the regulators. On December 1, 2017, KeyCorp submitted its resolution plan to the Federal Reserve and the FDIC. KeyBank submitted its resolution plan to the FDIC on June 20, 2018. KeyCorp will not be required to submit a resolution plan for 2018 because the FDIC and Federal Reserve deferred such requirement (for 14 firms, including KeyCorp) until December 2019. KeyBank will not be required to submit a resolution plan in 2019 because the FDIC extended the next filing due date for all depository institution resolution plan submissions until no sooner than July 1, 2020. The Federal Reserve and FDIC make available on their websites the public sections of resolution plans for the companies, including KeyCorp and KeyBank, that submitted plans. The public sections of the resolution plans of KeyCorp and KeyBank are available at <http://www.federalreserve.gov/supervisionreg/resolution-plans.htm> and <https://www.fdic.gov/regulations/reform/resplans/>.

On September 28, 2016, the OCC released final guidelines that establish standards for recovery planning by certain large OCC-regulated institutions, including KeyBank. The guidelines require such institutions to establish a comprehensive framework for evaluating the financial effects of severe stress events, and recovery actions an institution may pursue to remain a viable, going concern during a period of severe financial stress. Under the final guidelines, an institution’s recovery plan must include triggers to alert the institution of severe stress events, escalation procedures, recovery options, and a process for periodic review and approval by senior management and the board of directors. The recovery plan should be tailored to the complexity, scope of operations, and risk profile of the institution. Because KeyBank had average total consolidated assets of greater than \$100 billion but less than \$750 billion as reported on KeyBank’s Consolidated Reports of Condition and Income for the four most recent consecutive quarters prior to January 1, 2017, it was required to be in compliance with the guidelines not later than January 1, 2018. We believe that KeyBank is in compliance with the guidelines. On September 19, 2018, the OCC



issued a proposal to amend its recovery planning guidelines to increase, from \$50 billion to \$250 billion, the asset threshold for applying the guidelines to national banks. Comments on this proposal are due by November 5, 2018. If this proposal is adopted, KeyBank will no longer be subject to the guidelines.

Economic Growth, Regulatory Relief, and Consumer Protection Act

On May 24, 2018, President Trump signed the Economic Growth, Regulatory Relief, and Consumer Protection Act (“EGRRCPA”) into law. EGRRCPA made certain amendments to the Dodd-Frank Act and other federal banking laws. EGRRCPA raised, from \$50 billion to \$250 billion, the asset threshold above which the Federal Reserve is required to apply to BHCs enhanced prudential standards (including supervisory and company-run stress tests, resolution plan requirements, single counterparty credit limits, risk management requirements, and liquidity requirements) and early remediation requirements (collectively, “EPSs”). EPSs, which were imposed by Sections

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165 and 166 of the Dodd-Frank Act, are discussed in more detail in Item 1. Business of our 2017 Form 10-K under the heading “Supervision and Regulation - Other Regulatory Developments under the Dodd-Frank Act - Enhanced prudential standards and early remediation requirements.”

EGRRCPA raised the asset threshold for applying EPSs to BHCs in two stages. BHCs having total consolidated assets less than \$100 billion were no longer subject to such EPSs immediately upon enactment of this statute. BHCs having at least \$100 billion but less than \$250 billion in total consolidated assets (like KeyCorp) will be no longer subject to these requirements as of 18 months after the date of enactment. However, under this statute, the Federal Reserve is required, after the end of this 18-month period, to conduct periodic supervisory stress tests of BHCs with assets between \$100 billion and \$250 billion (like KeyCorp), and the requirement for a publicly traded BHC to have a risk committee continues to apply if a BHC has assets of at least \$50 billion. In addition, EGRRCPA gives the Federal Reserve the authority, following certain notice and comment procedures, to continue to apply other EPSs to any such firm or firms (including KeyCorp) if it determines that the application of the EPS is appropriate to prevent or mitigate risks to financial stability or to promote the safety and soundness of the BHC or BHCs, taking into consideration the BHC’s or BHCs’ capital structure, riskiness, complexity, financial activities, size, and other relevant factors. The Federal Reserve is also authorized to exempt any BHC with assets between \$100 billion and \$250 billion from any EPS prior to the end of the 18-month period following enactment of EGRRCPA.

On October 31, 2018, the federal banking agencies issued two Notices of Proposed Rulemaking related to the implementation of EGRRCPA. The proposed rules would establish four risk-based categories of institutions and apply tailored capital and liquidity requirements for each respective category. Based on Key’s analysis of the proposal, KeyCorp would fall into the least restrictive of those categories. We are assessing the full extent of the impact to Key.

In addition to raising the asset threshold for the application of EPSs to BHCs, EGRRCPA raised the asset threshold that triggers the requirement in Section 165(i)(2) of the Dodd-Frank Act for federally regulated banks (like KeyBank) to conduct company-run stress tests on an annual basis from \$10 billion to \$250 billion in total consolidated assets. This provision is effective 18 months after the date of enactment of EGRRCPA.

EGRRCPA also amended the capital requirements for certain acquisition, development, and construction (“ADC”) loans. This statute allows the federal banking agencies to require depository institutions to assign a heightened risk weight to a high volatility commercial real estate (“HVCRE”) exposure under the Regulatory Capital Rules only if such exposure comes within the definition of an HVCRE ADC Loan as defined in EGRRCPA. The effect of this provision is to narrow the scope of exposures subject to a heightened risk weight. On July 6, 2018, the federal banking agencies issued a statement providing depository institutions (including KeyBank) and BHCs (including KeyCorp) with interim guidance concerning the application of this provision. On September 18, 2018, the federal banking agencies released a proposal to amend their regulatory capital rules to revise the definition of an HVCRE exposure to conform to the statutory definition of an HVCRE ADC Loan and requested comment on various interpretive issues relating to this proposal. This proposal was published in the Federal Register on September 28, 2018, with comments due by November 27, 2018.

## Single counterparty credit limits

On June 14, 2018, the Federal Reserve released a final rule establishing single counterparty credit limits for BHCs with \$250 billion or more in total consolidated assets. The final rule, which implements Section

165(e) of the Dodd-Frank Act, limits the aggregate net credit exposure of such a BHC to a single counterparty to 25% of the BHC's tier 1 capital and limits the aggregate net credit exposure of a global systemically important bank ("GSIB") to another GSIB to 15% of the GSIB's tier 1 capital. Although the final rule does not apply to KeyCorp, the Federal Reserve said that it will consider, at a later date, the extent to which credit exposure limits or other EPSs should be applied to BHCs with assets between \$100 billion and \$250 billion (such as KeyCorp).

#### Volcker Rule

On June 5, 2018, five federal agencies announced that they are requesting public comment on a proposal that would amend the Volcker Rule. The Volcker Rule implements Section 619 of the Dodd-Frank Act, which prohibits "banking entities," such as KeyCorp, KeyBank, and their affiliates and subsidiaries, from owning, sponsoring, or having certain relationships with hedge funds and private equity funds (referred to as "covered funds") and engaging in short-term proprietary trading of financial instruments, including securities, derivatives, commodity futures, and options on these instruments. The Volcker Rule is discussed in more detail in Item 1. Business of our

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2017 Form 10-K under the heading “Supervision and Regulation - Other Regulatory Developments under the Dodd-Frank Act - Volcker Rule.”

The stated objective of the new proposal is to simplify and tailor compliance requirements relating to the Volcker Rule. Among other things, the new proposal would (1) tailor the rule’s compliance requirements based on the size of a firm’s trading assets and liabilities; (2) revise the term “trading account” by replacing the short-term intent-based prong with a new accounting-based prong; (3) modify the eligibility criteria for a banking entity to be able to rely on certain exemptions from the proprietary trading and covered fund prohibitions; and (4) simplify the trading activity information that a banking entity is required to provide to the agencies. In addition to requesting comment on the proposed changes, the five agencies requested comment on a large number of specific questions on various issues concerning implementation of the Volcker Rule. The proposal was published in the Federal Register on July 17, 2018, with a 60-day comment period. The comment period was later extended to October 17, 2018.

## Deposit insurance and assessments

As required under the Dodd-Frank Act, in March 2015, the FDIC approved a final rule to impose a surcharge on the quarterly deposit insurance assessments of insured depository institutions having total consolidated assets of at least \$10 billion (like KeyBank). The surcharge is 4.5 cents per \$100 of the institution’s assessment base (after making certain adjustments). The final rule became effective on July 1, 2016. As of July 1, 2016, KeyBank must pay a surcharge to assist in bringing the reserve ratio to the statutory minimum of 1.35%. Surcharges will continue through the quarter that the DIF reserve ratio reaches or exceeds 1.35%, but not later than December 31, 2018. If the reserve ratio does not reach 1.35% by December 31, 2018 (provided it is at least 1.15%), the FDIC will impose a shortfall assessment on March 31, 2019, on insured depository institutions with total consolidated assets of \$10 billion or more (like KeyBank).

In December 2016, the FDIC issued a final rule that imposes recordkeeping requirements on insured depository institutions with two million or more deposit accounts (including KeyBank) in order to facilitate rapid payment of insured deposits to customers if the institutions were to fail. The rule requires those insured depository institutions to: (i) maintain complete and accurate data on each depositor’s ownership interest by right and capacity for all of the institution’s deposit accounts; and (ii) develop the capability to calculate the insured and uninsured amounts for each deposit owner within 24 hours of failure. The FDIC will conduct periodic testing of compliance with these requirements, and institutions subject to the rule must submit to the FDIC a certification of compliance, signed by the bank’s chief executive officer, and a deposit insurance coverage summary report on or before the mandatory compliance date and annually thereafter. The final rule became effective on April 1, 2017, with a mandatory compliance date of April 1, 2020. The FDIC has been releasing Frequently Asked Questions on a rolling basis, and has committed to continue this practice as institutions subject to the rule present issues associated with its implementation that require FDIC consultation.

## ERISA fiduciary standard

In April 2016, the Department of Labor published final rules and amendments to certain prohibited transaction exemptions regarding service providers who would be regarded as fiduciaries under ERISA for making investment advice recommendations to: (i) certain retirement plan fiduciaries, participants, or beneficiaries; and (ii) owners or beneficiaries of individual retirement accounts and health savings accounts, among other retirement plans. The purpose of the rules were to place fiduciary obligations, rather than the lesser legal obligations that currently apply, on these service providers. On March 15, 2018, the

United States Court of Appeals for the Fifth Circuit invalidated the rule in its entirety and issued a mandate on June 21, 2018, invalidating the rule on a nationwide basis.

Community Reinvestment Act

The Community Reinvestment Act (“CRA”) was enacted in 1977 to encourage depository institutions to help meet the credit needs of the communities that they serve, including low- and moderate-income (“LMI”) neighborhoods, consistent with the institutions’ safe and sound operations. The CRA requires the federal banking agencies to assess the record of each institution that it supervises in meeting the credit needs of its entire community, including LMI neighborhoods.

On September 5, 2018, the OCC published in the Federal Register an advance notice of proposed rulemaking (“ANPR”) requesting public input on ways to revise the agency’s CRA regulations to update the framework by which the OCC assesses a bank’s CRA performance. The OCC stated that the purpose of updating the agency’s CRA

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regulations is to encourage more community and economic development in areas that need it most, bring greater clarity, consistency and certainty to the CRA evaluation process, and provide flexibility to accommodate banks with different business strategies. The OCC invited comments on a number of questions, including ones that concern the use of a metrics-based framework, the redefinition of assessment areas, and the expansion of CRA-qualifying activities. Comments on the ANPR are due by November 19, 2018. Any revision to the OCC's CRA regulations would apply to national banks, including KeyBank.

## **Results of Operations**

### **Earnings overview**

The following chart provides a reconciliation of net income from continuing operations attributable to Key common shareholders for the three months ended September 30, 2017, to the three months ended September 30, 2018 (dollars in millions):

The following discussion explains the key factors that caused these elements to change.

### **Net interest income**

One of our principal sources of revenue is net interest income. Net interest income is the difference between interest income received on earning assets (such as loans and securities) and loan-related fee income, and interest expense paid on deposits and borrowings. There are several factors that affect net interest income, including:

- the volume, pricing, mix, and maturity of earning assets and interest-bearing liabilities;
- the volume and value of net free funds, such as noninterest-bearing deposits and equity capital;
- the use of derivative instruments to manage interest rate risk;
- interest rate fluctuations and competitive conditions within the marketplace;
- asset quality; and
- fair value accounting of acquired earning assets and interest-bearing liabilities.

To make it easier to compare both the results across several periods and the yields on various types of earning assets (some taxable, some not), we present net interest income in this discussion on a "TE basis" (i.e., as if all income were taxable and at the same rate). For example, \$100 of tax-exempt income would be presented as \$126, an amount that, if taxed at the statutory federal income tax rate of 21%, would yield \$100. Prior to 2018, \$100 of tax-exempt income would be presented as \$154, an amount that, if taxed at the previous statutory federal income tax rate of 35%, would yield \$100.

Figure 6 shows the various components of our balance sheet that affect interest income and expense, and their respective yields or rates over the past five quarters. This figure also presents a reconciliation of TE net interest

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income to net interest income reported in accordance with GAAP for each of those quarters. The net interest margin, which is an indicator of the profitability of the earning assets portfolio less cost of funding, is calculated by dividing annualized TE net interest income by average earning assets.

TE net interest income was \$993 million for the third quarter of 2018, and the net interest margin was 3.18%, compared to TE net interest income of \$962 million and a net interest margin of 3.15% for the third quarter of 2017, reflecting the benefit from higher interest rates and higher earning asset balances. Third quarter 2018 net interest income included \$26 million of purchase accounting accretion, a decline of \$22 million from the third quarter of 2017. For the fourth quarter of 2018, we expect net interest income to be up 1% to 3% compared to the third quarter of 2018.

For the nine months ended September 30, 2018, TE net interest income was \$2.9 billion and the net interest margin was 3.17%. Compared to the same period last year, net interest income increased \$54 million and the net interest margin decreased two basis points. Both net interest income and the net interest margin in 2018 benefited from higher interest rates and higher earning asset balances. These benefits were partially offset by higher wholesale funding costs, in addition to a continued expected decline in purchase accounting accretion.

Average loans were \$88.5 billion for the third quarter of 2018, an increase of \$1.7 billion compared to the third quarter of 2017, reflecting broad-based growth in commercial and industrial loans, partially offset by higher paydowns in commercial real estate balances and home equity lines of credit. For the fourth quarter of 2018, we expect average loans to be up 1% to 3% compared to the third quarter of 2018.

Average deposits totaled \$105.6 billion for the third quarter of 2018, an increase of \$2.5 billion compared to the year-ago quarter, reflecting growth in higher-yielding deposit products, as well as strength in our retail banking franchise and growth from commercial relationships. For the fourth quarter of 2018, we expect average deposits to be within 2% of our third quarter of 2018 results.

Table of contents**Figure 6. Consolidated Average Balance Sheets, Net Interest Income, and Yields/Rates and Components of Net Interest Income Changes from Continuing Operations**

| <i>dollars in millions</i>  | Three months ended<br>September 30, 2018 |              |                    | Three months ended<br>September 30, 2017 |              |                    | Change in Net<br>interest income due<br>to |       |       |
|---|--|--------------|--------------------|--|--------------|--------------------|--|-------|-------|
|   | Average<br>Balance                       | Interest (a) | Yield/<br>Rate (a) | Average<br>Balance                       | Interest (a) | Yield/<br>Rate (a) | Volume                                     | Rate  | Total |
| <b>ASSETS</b>   |  |              |                    |  |              |                    |  |       |       |
| Loans <sup>(b), (c)</sup>   |  |              |                    |  |              |                    |  |       |       |
| Commercial and industrial <sup>(d)</sup>                                | \$ 44,749                                | \$ 495       | 4.39 %             | \$ 41,416                                | \$ 414       | 3.97 %             | \$ 35                                      | \$ 46 | \$ 81 |
| Real estate — commercial mortgage                                       | 14,268                                   | 176          | 4.89               | 14,850                                   | 169          | 4.51               | (7 )                                       | 14    | 7     |
| Real estate — construction  | 1,759                                    | 22           | 5.05               | 2,054                                    | 23           | 4.51               | (4 )                                       | 3     | (1 )  |
| Commercial lease financing  | 4,444                                    | 43           | 3.88               | 4,694                                    | 46           | 3.89               | (2 )                                       | (1 )  | (3 )  |
| Total commercial loans  | 65,220                                   | 736          | 4.49               | 63,014                                   | 652          | 4.11               | 22   | 62    | 84    |
| Real estate — residential mortgage                                      | 5,466                                    | 55           | 3.99               | 5,493                                    | 54           | 3.92               | —  | 1     | 1     |
| Home equity loans   | 11,415                                   | 137          | 4.80               | 12,314                                   | 136          | 4.41               | (10 )                                      | 11    | 1     |
| Consumer direct loans   | 1,789                                    | 35           | 7.71               | 1,774                                    | 33           | 7.26               | —  | 2     | 2     |
| Credit cards  | 1,095                                    | 32           | 11.43              | 1,049                                    | 30           | 11.34              | 1  | 1     | 2     |
| Consumer indirect loans   | 3,482                                    | 37           | 4.25               | 3,170                                    | 37           | 4.64               | 3  | (3 )  | —     |
| Total consumer loans  | 23,247                                   | 296          | 5.06               | 23,800                                   | 290          | 4.85               | (6 )                                       | 12    | 6     |
| Total loans   | 88,467                                   | 1,032        | 4.64               | 86,814                                   | 942          | 4.31               | 16   | 74    | 90    |
| Loans held for sale   | 1,117                                    | 12           | 4.59               | 1,607                                    | 17           | 4.13               | (5 )                                       | —     | (5 )  |
| Securities available for sale <sup>(b), (e)</sup>                       | 17,631                                   | 102          | 2.22               | 18,574                                   | 91           | 1.96               | (5 )                                       | 16    | 11    |
| Held-to-maturity securities <sup>(b)</sup>                              | 12,065                                   | 72           | 2.40               | 10,469                                   | 55           | 2.12               | 9  | 8     | 17    |
| Trading account assets  | 787                                      | 7            | 3.37               | 889                                      | 7            | 2.74               | (1 )                                       | 1     | —     |
| Short-term investments  | 2,928                                    | 15           | 1.93               | 2,166                                    | 6            | 1.21               | 3  | 6     | 9     |
| Other investments <sup>(e)</sup>  | 685                                      | 6            | 3.27               | 728                                      | 5            | 2.46               | —  | 1     | 1     |
| Total earning assets  | 123,680                                  | 1,246        | 3.98               | 121,247                                  | 1,123        | 3.68               | 17   | 106   | 123   |
| Allowance for loan and lease losses                                     | (886 )                                   |              |                    | (868 )                                   |              |                    |  |       |       |
| Accrued income and other assets   | 13,935                                   |              |                    | 13,977                                   |              |                    |  |       |       |
| Discontinued assets   | 1,186                                    |              |                    | 1,417                                    |              |                    |  |       |       |
| <b>Total assets</b>   | <b>\$ 137,915</b>                        |              |                    | <b>\$ 135,773</b>                        |              |                    |  |       |       |
| <b>LIABILITIES</b>  |  |              |                    |  |              |                    |  |       |       |
| NOW and money market deposit accounts                                   | \$ 56,391                                | 82           | .58                | \$ 53,826                                | 37           | .27                | 2  | 43    | 45    |
| Savings deposits  | 5,413                                    | 3            | .20                | 6,697                                    | 5            | .25                | (1 )                                       | (1 )  | (2 )  |
| Certificates of deposit (\$100,000 or more)                             | 8,186                                    | 38           | 1.86               | 6,402                                    | 21           | 1.31               | 7  | 10    | 17    |
| Other time deposits   | 5,026                                    | 17           | 1.40               | 4,664                                    | 9            | .81                | 1  | 7     | 8     |
| Total interest-bearing deposits   | 75,016                                   | 140          | .74                | 71,589                                   | 72           | .40                | 9  | 59    | 68    |
| Federal funds purchased and securities sold under repurchase agreements | 552                                      | 1            | 1.00               | 456                                      | —            | .23                | —  | 1     | 1     |
| Bank notes and other short-term borrowings                              | 596                                      | 4            | 2.76               | 865                                      | 3            | 1.49               | (1 )                                       | 2     | 1     |
| Long-term debt <sup>(f), (g)</sup>                                      | 12,678                                   | 108          | 3.34               | 12,631                                   | 86           | 2.75               | —  | 22    | 22    |
| Total interest-bearing liabilities                                      | 88,842                                   | 253          | 1.13               | 85,541                                   | 161          | .75                | 8  | 84    | 92    |
| Noninterest-bearing deposits  | 30,610                                   |              |                    | 31,516                                   |              |                    |  |       |       |
| Accrued expense and other liabilities                                   | 2,065                                    |              |                    | 2,057                                    |              |                    |  |       |       |
| Discontinued liabilities (g)  | 1,186                                    |              |                    | 1,417                                    |              |                    |  |       |       |
| <b>Total liabilities</b>  | <b>122,703</b>                           |              |                    | <b>120,531</b>                           |              |                    |  |       |       |
| <b>EQUITY</b>   |  |              |                    |  |              |                    |  |       |       |
| Key shareholders' equity  | 15,210                                   |              |                    | 15,241                                   |              |                    |  |       |       |
| Noncontrolling interests  | 2  |              |                    | 1  |              |                    |  |       |       |
| Total equity  | 15,212                                   |              |                    | 15,242                                   |              |                    |  |       |       |



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|   |                   |               |                   |        |                     |
|---|-------------------|---------------|-------------------|--------|---------------------|
| <b>Total liabilities and equity</b>                   | <b>\$ 137,915</b> |               | <b>\$ 135,773</b> |        |                     |
| Interest rate spread (TE)                             |                   | <b>2.85 %</b> |                   | 2.93 % |                     |
| Net interest income (TE) and net interest margin (TE) | <b>993</b>        | <b>3.18 %</b> | 962               | 3.15 % | <b>\$9 \$ 22 31</b> |
| TE adjustment <sup>(b)</sup>                          | <b>7</b>          |               | 14                |        |                     |
| Net interest income, GAAP basis                       | <b>\$ 986</b>     |               | \$ 948            |        |                     |

- (a) Results are from continuing operations. Interest excludes the interest associated with the liabilities referred to in (g), calculated using a matched funds transfer pricing methodology. Interest income on tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory federal income tax rate of 21% and 35% for the three months ended September 30, 2018, and September 30, 2017, respectively.
- (b) For purposes of these computations, nonaccrual loans are included in average loan balances.
- (c) Commercial and industrial average balances include \$128 million and \$117 million of assets from commercial credit cards for the three months ended September 30, 2018, and September 30, 2017, respectively.
- (d) Yield is calculated on the basis of amortized cost.
- (e) Rate calculation excludes basis adjustments related to fair value hedges.
- (f) A portion of long-term debt and the related interest expense is allocated to discontinued liabilities as a result of applying our matched funds transfer pricing methodology to discontinued operations.

Table of contents**Figure 6. Consolidated Average Balance Sheets, Net Interest Income, and Yields/Rates and Components of Net Interest Income Changes from Continuing Operations**

| <i>dollars in millions</i>  | Nine months ended<br>September 30, 2018 |              |                    | Nine months ended<br>September 30, 2017 |              |                    | Change in Net interest<br>income due to |            |        |
|---|---|--------------|--------------------|---|--------------|--------------------|---|------------|--------|
|   | Average<br>Balance                      | Interest (a) | Yield/<br>Rate (a) | Average<br>Balance                      | Interest (a) | Yield/<br>Rate (a) | Volume                                  | Yield/Rate | Total  |
| <b>ASSETS</b>   |   |              |                    |   |              |                    |   |            |        |
| Loans <sup>(b), (c)</sup>   |   |              |                    |   |              |                    |   |            |        |
| Commercial and industrial <sup>(d)</sup>                                | \$ 44,178                               | \$ 1,414     | 4.28 %             | \$ 40,700                               | \$ 1,196     | 3.93 %             | \$ 107                                  | \$ 111     | \$ 218 |
| Real estate — commercial mortgage                                       | 14,137                                  | 513          | 4.85               | 15,043                                  | 520          | 4.62               | (32)                                    | 25         | (7)    |
| Real estate — construction  | 1,834                                   | 67           | 4.88               | 2,203                                   | 80           | 4.86               | (13)                                    | —          | (13)   |
| Commercial lease financing  | 4,552                                   | 125          | 3.67               | 4,673                                   | 140          | 3.99               | (4)                                     | (11)       | (15)   |
| Total commercial loans  | 64,701                                  | 2,119        | 4.38               | 62,619                                  | 1,936        | 4.13               | 58                                      | 125        | 183    |
| Real estate — residential mortgage                                      | 5,466                                   | 163          | 3.97               | 5,507                                   | 160          | 3.88               | (1)                                     | 4          | 3      |
| Home equity loans   | 11,629                                  | 406          | 4.67               | 12,465                                  | 402          | 4.32               | (28)                                    | 32         | 4      |
| Consumer direct loans   | 1,774                                   | 101          | 7.59               | 1,760                                   | 94           | 7.10               | 1                                       | 6          | 7      |
| Credit cards  | 1,085                                   | 92           | 11.32              | 1,053                                   | 88           | 11.15              | 3                                       | 1          | 4      |
| Consumer indirect loans   | 3,363                                   | 107          | 4.27               | 3,081                                   | 112          | 4.85               | 10                                      | (15)       | (5)    |
| Total consumer loans  | 23,317                                  | 869          | 4.98               | 23,866                                  | 856          | 4.79               | (15)                                    | 28         | 13     |
| Total loans   | 88,018                                  | 2,988        | 4.54               | 86,485                                  | 2,792        | 4.31               | 43                                      | 153        | 196    |
| Loans held for sale   | 1,226                                   | 40           | 4.40               | 1,293                                   | 39           | 4.01               | (2)                                     | 3          | 1      |
| Securities available for sale <sup>(b), (e)</sup>                       | 17,653                                  | 294          | 2.14               | 18,582                                  | 276          | 1.96               | (14)                                    | 32         | 18     |
| Held-to-maturity securities <sup>(b)</sup>                              | 12,111                                  | 213          | 2.35               | 10,311                                  | 161          | 2.08               | 30                                      | 22         | 52     |
| Trading account assets  | 879                                     | 21           | 3.19               | 966                                     | 21           | 2.84               | (2)                                     | 2          | —      |
| Short-term investments  | 2,334                                   | 31           | 1.76               | 1,918                                   | 14           | 1.00               | 4                                       | 13         | 17     |
| Other investments <sup>(e)</sup>  | 706                                     | 17           | 3.10               | 708                                     | 12           | 2.20               | —                                       | 5          | 5      |
| Total earning assets  | 122,927                                 | 3,604        | 3.90               | 120,263                                 | 3,315        | 3.68               | 59                                      | 230        | 289    |
| Allowance for loan and lease losses                                     | (879)                                   | )            |                    | (862)                                   | )            |                    |   |            |        |
| Accrued income and other assets   | 13,966                                  |              |                    | 13,801                                  |              |                    |   |            |        |
| Discontinued assets   | 1,243                                   |              |                    | 1,477                                   |              |                    |   |            |        |
| <b>Total assets</b>   | <b>\$ 137,257</b>                       |              |                    | <b>\$ 134,679</b>                       |              |                    |   |            |        |
| <b>LIABILITIES</b>  |   |              |                    |   |              |                    |   |            |        |
| NOW and money market deposit accounts                                   | \$ 54,891                               | 187          | .46                | \$ 54,178                               | 103          | .25                | 1                                       | 83         | 84     |
| Savings deposits  | 5,971                                   | 13           | .28                | 6,635                                   | 10           | .19                | (1)                                     | 4          | 3      |
| Certificates of deposit (\$100,000 or more)                             | 7,563                                   | 97           | 1.72               | 6,050                                   | 56           | 1.24               | 16                                      | 25         | 41     |
| Other time deposits   | 4,947                                   | 46           | 1.25               | 4,673                                   | 27           | .78                | 2                                       | 17         | 19     |
| Total interest-bearing deposits   | 73,372                                  | 343          | .63                | 71,536                                  | 196          | .37                | 18                                      | 129        | 147    |
| Federal funds purchased and securities sold under repurchase agreements | 1,146                                   | 10           | 1.22               | 570                                     | 1            | .27                | 2                                       | 7          | 9      |
| Bank notes and other short-term borrowings                              | 1,015                                   | 17           | 2.19               | 1,291                                   | 12           | 1.27               | (3)                                     | 8          | 5      |
| Long-term debt <sup>(f), (g)</sup>                                      | 12,631                                  | 302          | 3.17               | 11,510                                  | 228          | 2.66               | 24                                      | 50         | 74     |
| Total interest-bearing liabilities                                      | 88,164                                  | 672          | 1.02               | 84,907                                  | 437          | .69                | 41                                      | 194        | 235    |
| Noninterest-bearing deposits  | 30,701                                  |              |                    | 31,123                                  |              |                    |   |            |        |
| Accrued expense and other liabilities                                   | 2,102                                   |              |                    | 1,962                                   |              |                    |   |            |        |
| Discontinued liabilities (g)  | 1,243                                   |              |                    | 1,478                                   |              |                    |   |            |        |
| <b>Total liabilities</b>  | <b>122,210</b>                          |              |                    | <b>119,470</b>                          |              |                    |   |            |        |
| <b>EQUITY</b>   |   |              |                    |   |              |                    |   |            |        |
| Key shareholders' equity  | 15,045                                  |              |                    | 15,208                                  |              |                    |   |            |        |
| Noncontrolling interests  | 2                                       |              |                    | 1                                       |              |                    |   |            |        |
| Total equity  | 15,047                                  |              |                    | 15,209                                  |              |                    |   |            |        |
| <b>Total liabilities and equity</b>                                     | <b>\$ 137,257</b>                       |              |                    | <b>\$ 134,679</b>                       |              |                    |   |            |        |

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|   |          |        |          |        |       |       |       |
|---|----------|--------|----------|--------|-------|-------|-------|
| Interest rate spread (TE)                             | 2.88 %   |        | 2.99 %   |        |       |       |       |
| Net interest income (TE) and net interest margin (TE) | 2,932    | 3.17 % | 2,878    | 3.19 % | \$ 18 | \$ 36 | \$ 54 |
| TE adjustment <sup>(b)</sup>                          | 23       |        | 39       |        |       |       |       |
| Net interest income, GAAP basis                       | \$ 2,909 |        | \$ 2,839 |        |       |       |       |

(a) Results are from continuing operations. Interest excludes the interest associated with the liabilities referred to in (g) below, calculated using a matched funds transfer pricing methodology.

(b) Interest income on tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory federal income tax rate of 21% and 35% for the nine months ended September 30, 2018, and September 30, 2017, respectively.

(c) For purposes of these computations, nonaccrual loans are included in average loan balances.

(d) Commercial and industrial average balances include \$125 million and \$116 million of assets from commercial credit cards for the nine months ended September 30, 2018, and September 30, 2017, respectively.

(e) Yield is calculated on the basis of amortized cost.

(f) Rate calculation excludes basis adjustments related to fair value hedges.

(g) A portion of long-term debt and the related interest expense is allocated to discontinued liabilities as a result of applying Key's matched funds transfer pricing methodology to discontinued operations.

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**Provision for credit losses**

Our provision for credit losses was \$62 million for the three months ended September 30, 2018, compared to \$51 million for the three months ended September 30, 2017. The increase of \$11 million in our provision for credit losses was related to an increase in net loan-charge offs during the third quarter of 2018 compared to one year ago. For the fourth quarter of 2018, we expect the provision for credit losses and net loan charge-offs to remain relatively stable with our third quarter of 2018 results.

**Noninterest income**

As shown in Figure 7, noninterest income was \$609 million for the third quarter of 2018, compared to \$592 million for the year-ago quarter. Noninterest income represented 38% and 39% of total revenue for the three and nine months ended September 30, 2018, respectively, compared to 38% and 39% for the three and nine months ended September 30, 2017, respectively. For the fourth quarter of 2018, we expect noninterest income to be up 4% to 6% compared to the third quarter of 2018.

The following discussion explains the composition of certain elements of our noninterest income and the factors that caused those elements to change.

**Figure 7. Noninterest Income**

<sup>(a)</sup> Other noninterest income includes operating lease income and other leasing gains, corporate services income, corporate-owned life insurance income, consumer mortgage income, mortgage servicing fees, and other income. See the "Consolidated Statements of Income" in Item 1. Financial Statements of this report.

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Trust and investment services income consists of brokerage commissions, trust and asset management fees, and insurance income. The assets under management that primarily generate these revenues are shown in Figure 8. For the three months ended September 30, 2018, trust and investment services income decreased \$18 million, or 13.3%, compared to the same period one year ago. For the nine months ended September 30, 2018, trust and investment services income was down \$26 million, or 6.4%, from the nine months ended September 30, 2017. These decreases were primarily the result of the sale of KIBS in the second quarter of 2018 and lower equity and fixed income commissions in the Key Corporate Bank line of business.

A significant portion of our trust and investment services income depends on the value and mix of assets under management. At September 30, 2018, our bank, trust, and registered investment advisory subsidiaries had assets under management of \$40.6 billion, compared to \$38.7 billion at September 30, 2017. The increase in assets under management, as shown in Figure 8, was primarily attributable to market growth over the past 12 months.

**Figure 8. Assets Under Management**

| <i>in millions</i>                          | <b>September<br/>30, 2018</b> | <b>June<br/>30,<br/>2018</b> | <b>March<br/>31,<br/>2018</b> | <b>December<br/>31, 2017</b> | <b>September<br/>30, 2017</b> |
|---|-------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|
| Assets under management by investment type: |                               |                              |                               |                              |                               |
| Equity                                      | <b>\$ 24,958</b>              | \$24,125                     | \$23,629                      | \$ 24,081                    | \$ 23,342                     |
| Securities lending                          | <b>1,049</b>                  | 977                          | 837                           | 947                          | 876                           |
| Fixed income                                | <b>10,946</b>                 | 11,276                       | 11,098                        | 10,930                       | 11,009                        |
| Money market                                | <b>3,622</b>                  | 3,285                        | 3,439                         | 3,630                        | 3,433                         |
| Total assets under management               | <b>\$ 40,575</b>              | \$39,663                     | \$39,003                      | \$ 39,588                    | \$ 38,660                     |

Investment banking and debt placement fees

Investment banking and debt placement fees consists of syndication fees, debt and equity financing fees, financial adviser fees, gains on sales of commercial mortgages, and agency origination fees. Investment banking and debt placement fees increased \$25 million, or 17.7%, from the year-ago quarter. For the nine months ended September

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30, 2018, investment banking and debt placement fees increased \$61 million, or 15.1%, from the nine months ended September 30, 2017. These increases were caused by growth in investment banking advisory fees, partially driven by the acquisition of Cain Brothers in the fourth quarter of 2017.

## Cards and payments income

Cards and payments income, which consists of debit card, consumer and commercial credit card, and merchant services income, decreased \$6 million, or 8.0%, from the year-ago quarter. For the nine months ended September 30, 2018, cards and payments income was down \$8 million, or 3.8%, from the nine months ended September 30, 2017. Cards and payments income and other expense were both impacted by the 2018 adoption of the revenue recognition accounting standard. The new accounting standard had no impact to net income during 2018. Excluding the impact of the new revenue recognition accounting standard, cards and payments income increased for the three and nine months ended September 30, 2018, due to growth in credit and debit card fees, purchase and prepaid card fees, and merchant services income.

## Service charges on deposit accounts

Service charges on deposit accounts decreased \$6 million, or 6.6%, for the three months ended September 30, 2018, compared to the same period one year ago. For the nine months ended September 30, 2018, service charges on deposit accounts was down \$3 million, or 1.1%, from the nine months ended September 30, 2017.

## Other noninterest income

Other noninterest income includes operating lease income and other leasing gains, corporate services income, corporate-owned life insurance income, consumer mortgage income, mortgage servicing fees, and other income. Other noninterest income increased \$22 million, or 14.7%, from the year-ago quarter. This increase was primarily attributable to an increase in operating lease income and other leasing gains due to higher volumes, as well as \$13 million of lease residual losses in the year-ago period.

For the nine months ended September 30, 2018, other noninterest income was up \$24 million, or 4.5%, from the nine months ended September 30, 2017. Other income included a \$78 million gain related to the sale of KIBS during the second quarter of 2018, compared to a \$64 million gain from acquiring the remaining ownership in a merchant services joint venture in the second quarter of 2017. Corporate services income also contributed to the increase due to higher derivative income. Operating lease income and other leasing gains were negatively impacted by a \$42 million lease residual loss in the second quarter of 2018, partially offset by \$13 million of lease residual losses recognized in the third quarter of 2017.

## **Noninterest expense**

As shown in Figure 9, noninterest expense was \$964 million for the third quarter of 2018, compared to \$992 million for the third quarter of 2017. Figure 9 gives a breakdown of our major categories of noninterest expense as a percentage of total noninterest expense for the third quarter of 2018. For the fourth quarter of 2018, we expect noninterest expense to be within 2% of our third quarter of 2018 results.



Table of contents**Figure 9. Noninterest Expense**

(a) Other noninterest expense includes equipment, operating lease expense, marketing, FDIC assessment, intangible asset amortization, OREO expense, net, and other expense. See the "Consolidated Statements of Income" in Item 1. Financial Statements of this report.

(a) See Figure 2 entitled "GAAP to Non-GAAP Reconciliations" which presents the computations of certain financial measures related to "cash efficiency." The table reconciles the GAAP performance measures to the corresponding non-GAAP measure, which provides a basis for period-to-period comparisons.

Personnel

As shown in Figure 10, personnel expense, the largest category of our noninterest expense, decreased by \$6 million, or 1.1%, for the three months ended September 30, 2018, compared to the same period one year ago. This decrease was driven by lower levels of severance, salaries, and contract labor.

For the nine months ended September 30, 2018, personnel expense was up \$64 million, or 3.8%, from the nine months ended September 30, 2017. This increase was partially due to recent acquisitions as well as accelerated technology investments and higher performance-based compensation.

**Figure 10. Personnel Expense**

|  | Three months ended September 30, |       |        |        | Nine months ended September 30, |         |        |        |
|--|----------------------------------|-------|--------|--------|---------------------------------|---------|--------|--------|
|  | 2018                             | 2017  | Change | Change | 2018                            | 2017    | Change | Change |
| <i>dollars in millions</i>             |                                  |       |        |        |                                 |         |        |        |
| Salaries and contract labor            | \$335                            | \$339 | \$(4)  | (1.2)% | \$1,015                         | \$995   | \$20   | 2.0%   |
| Incentive and stock-based compensation | 138                              | 134   | 4      | 3.0    | 430                             | 398     | 32     | 8.0    |
| Employee benefits                      | 79                               | 81    | (2)    | (2.5)  | 266                             | 256     | 10     | 3.9    |
| Severance                              | 1                                | 5     | (4)    | (80.0) | 22                              | 20      | 2      | 10.0   |
| Total personnel expense                | \$553                            | \$559 | \$(6)  | (1.1)% | \$1,733                         | \$1,669 | \$64   | 3.8%   |

Net occupancy

Net occupancy expense increased \$2 million, or 2.7%, for the third quarter of 2018, compared to the same period one year ago. The increase during the third quarter of 2018 was primarily due to higher property reserve expenses partially offset by lower rental expenses.



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For the nine months ended September 30, 2018, net occupancy expense was down \$6 million, or 2.5%, from the nine months ended September 30, 2017. The decrease was primarily due to lower property reserves, rental expenses, and property management fees.

## Other noninterest expense

Other noninterest expense includes equipment, operating lease expense, marketing, FDIC assessment, intangible asset amortization, OREO expense, and other miscellaneous expense categories. Other noninterest expense decreased \$14 million, or 5.5%, from the year-ago quarter. For the nine months ended September 30, 2018, other noninterest expense was down \$74 million, or 9.5%, from the nine months ended September 30, 2017. The declines in other expense were primarily driven by \$20 million charitable contributions made in both the first and second quarters of 2017. Other miscellaneous expenses also declined from the three and nine months ended September 30, 2017. These declines were partially offset by higher operating lease expenses driven by increased operating lease originations and costs related to recent acquisitions.

## **Income taxes**

We recorded tax expense from continuing operations of \$87 million for the third quarter of 2018 and \$134 million for the third quarter of 2017. For the nine months ended September 30, 2018, we recorded tax expense from continuing operations of \$252 million, compared to \$386 million for the same period one year ago.

Our federal tax expense differs from the amount that would be calculated using the federal statutory tax rate, primarily because we generate income from investments in tax-advantaged assets, such as corporate-owned life insurance and credits associated with renewable energy and low-income housing investments, and make periodic adjustments to our tax reserves. Tax expense for the three months ended September 30, 2018, and September 30, 2017, was affected by net discrete income tax benefits of \$12 million and \$13 million, respectively. Excluding the discrete income tax expense, the tax expense for the third quarter of 2018 was \$99 million.

Additional information pertaining to how our tax expense (benefit) and the resulting effective tax rates were derived is included in Note 14 (“Income Taxes”) beginning on page 156 of our 2017 Form 10-K.

## **Line of Business Results**

This section summarizes the financial performance of our two major business segments (operating segments): Key Community Bank and Key Corporate Bank. Note 18 (“Line of Business Results”) describes the products and services offered by each of these business segments, provides more detailed financial information pertaining to the segments, and explains “Other Segments” and “Reconciling Items.”

Figure 11 summarizes the contribution made by each major business segment to our “taxable-equivalent revenue from continuing operations” and “income (loss) from continuing operations attributable to Key” for the three- and nine-month periods ended September 30, 2018, and September 30, 2017.

Table of contents**Figure 11. Major Business Segments — Taxable-Equivalent Revenue from Continuing Operations and Income (Loss) from Continuing Operations Attributable to Key**

|   | Three months ended September 30, 2018 |         |        |         | Change  |         |        |         | Nine months ended September 30, 2018 |      |        |         | Change |      |        |         |
|---|---------------------------------------|---------|--------|---------|---------|---------|--------|---------|--------------------------------------|------|--------|---------|--------|------|--------|---------|
|   | 2018                                  | 2017    | Amount | Percent | 2018    | 2017    | Amount | Percent | 2018                                 | 2017 | Amount | Percent | 2018   | 2017 | Amount | Percent |
| <i>dollars in millions</i>  |                                       |         |        |         |         |         |        |         |                                      |      |        |         |        |      |        |         |
| <b>REVENUE FROM CONTINUING OPERATIONS (TE)</b>                      |                                       |         |        |         |         |         |        |         |                                      |      |        |         |        |      |        |         |
| Key Community Bank  | \$994                                 | \$945   | \$49   | 5.2 %   | \$2,949 | \$2,834 | \$115  | 4.1 %   |                                      |      |        |         |        |      |        |         |
| Key Corporate Bank  | 574                                   | 561     | 13     | 2.3     | 1,674   | 1,736   | (62)   | (3.6)   |                                      |      |        |         |        |      |        |         |
| Other Segments  | 24                                    | 42      | (18)   | (42.9)  | 99      | 132     | (33)   | (25.0)  |                                      |      |        |         |        |      |        |         |
| Total Segments  | 1,592                                 | 1,548   | 44     | 2.8     | 4,722   | 4,702   | 20     | .4      |                                      |      |        |         |        |      |        |         |
| Reconciling Items <sup>(a)</sup>                                    | 10                                    | 6       | 4      | N/M     | 80      | (2)     | 82     | N/M     |                                      |      |        |         |        |      |        |         |
| Total   | \$1,602                               | \$1,554 | \$48   | 3.1 %   | \$4,802 | \$4,700 | \$102  | 2.2 %   |                                      |      |        |         |        |      |        |         |
| <b>INCOME (LOSS) FROM CONTINUING OPERATIONS ATTRIBUTABLE TO KEY</b> |                                       |         |        |         |         |         |        |         |                                      |      |        |         |        |      |        |         |
| Key Community Bank  | \$241                                 | \$163   | \$78   | 47.9 %  | \$681   | \$506   | \$175  | 34.6 %  |                                      |      |        |         |        |      |        |         |
| Key Corporate Bank  | 199                                   | 190     | 9      | 4.7     | 574     | 595     | (21)   | (3.5)   |                                      |      |        |         |        |      |        |         |
| Other Segments  | 22                                    | 21      | 1      | 4.8     | 65      | 66      | (1)    | (1.5)   |                                      |      |        |         |        |      |        |         |
| Total Segments  | 462                                   | 374     | 88     | 23.5    | 1,320   | 1,167   | 153    | 13.1    |                                      |      |        |         |        |      |        |         |
| Reconciling Items <sup>(a)</sup>                                    | 20                                    | (11)    | 31     | N/M     | 57      | (73)    | 130    | N/M     |                                      |      |        |         |        |      |        |         |
| Total   | \$482                                 | \$363   | \$119  | 32.8 %  | \$1,377 | \$1,094 | \$283  | 25.9 %  |                                      |      |        |         |        |      |        |         |

<sup>(a)</sup> Reconciling items consists primarily of the gain on the sale of KIBS for the nine-months ended September 30, 2018, the unallocated portion of merger-related charges for the three- and nine-months ended September 30, 2017, and items not allocated to the business segments because they do not reflect their normal operations.

**Key Community Bank summary of operations**

As shown in Figure 12, Key Community Bank recorded net income attributable to Key of \$241 million for the third quarter of 2018, compared to \$163 million for the year-ago quarter, benefiting from momentum in Key's core businesses and a lower tax rate as a result of tax reform.

TE net interest income increased in the third quarter of 2018 compared to the third quarter of 2017, primarily attributable to the benefit from higher interest rates and balance sheet growth, partially offset by lower purchase accounting accretion. Average loans and leases increased from the year-ago quarter largely driven by an \$831 million, or 4.4%, increase in commercial and industrial loans. Additionally, average deposits increased driven by growth across multiple businesses, from the third quarter of 2017.

The provision for credit losses decreased from the year-ago quarter. Net loan charge-offs increased \$2 million, or 4.9%, from the third quarter of 2017, as overall credit quality remained stable.

Noninterest income was down from the year-ago quarter, driven by lower service charges on deposit accounts and cards and payments income, which were impacted by the revenue recognition changes. This was partially offset by higher trust and investment services income which increased primarily due to higher assets under management from market growth.

Noninterest expense increased from the year-ago quarter. Personnel expense increased, primarily driven by higher production related incentive compensation and ongoing investments, including residential mortgage.



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**Figure 12. Key Community Bank**

|                              | Three months ended September 30, |         | Nine months ended September 30, |          |
|------------------------------|----------------------------------|---------|---------------------------------|----------|
|                              | 2018                             | 2017    | 2018                            | 2017     |
|                              | Amount                           | Amount  | Amount                          | Amount   |
|                              |                                  |         |                                 |          |
|                              |                                  | Change  |                                 | Change   |
|                              |                                  | Percent |                                 | Percent  |
| <i>dollars in millions</i>   |                                  |         |                                 |          |
| <b>SUMMARY OF OPERATIONS</b> |                                  |         |                                 |          |
| Net interest income (TE)     | \$ 726                           | \$ 673  | \$ 537.9                        | %        |
|                              |                                  |         | \$ 2,129                        | \$ 1,978 |
|                              |                                  |         | \$ 151                          | 7.6      |