

October 30, 2015

KeyCorp

Acquisition of First Niagara Financial Group

Better Together



FORWARD-LOOKING STATEMENTS AND ADDITIONAL INFORMATION DISCLOSURE

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, KeyCorp's and First Niagara's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "plan," "predict," "project," "forecast," "guidance," "goal," "objective," "prospects," "possible" or "potential," by future conditional verbs such as "assume," "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in KeyCorp's and First Niagara's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by KeyCorp and First Niagara shareholders on the expected terms and schedule, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the merger; difficulties and delays in integrating the First Niagara business or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of KeyCorp's products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results. This presentation also includes certain non-GAAP financial measures related to "tangible common equity," "Common Equity Tier 1," "Tier 1 common equity," "pre-provision net revenue," and "cash efficiency ratio." Management believes these ratios may assist investors, analysts and regulators in analyzing Key's financials. Although Key has procedures in place to ensure that these measures are calculated using the appropriate GAAP or regulatory components, they have limitations as analytical tools and should not be considered in isolation, or as a substitute for analysis of results under GAAP. For more information on these calculations and to view the reconciliations to the most comparable GAAP measures, please refer to our most recent earnings press release.



A Compelling Strategic Opportunity

Powerful combination creates high-performing regional bank with compelling shareholder returns

13th Largest U.S. Commercial Bank

\$135 billion assets

\$100 billion deposits

Strengthens Franchise

- ✓ Strengthens core operating and financial metrics^(a)
 - Increases ROTCE by ~200 bps
 - Cash efficiency ratio improves by ~300 bps
- ✓ Creates leading bank in Upstate New York with a strong presence across the Northeast, Midwest and Pacific Northwest
 - Adds one million clients and \$25 billion of core deposits
- ✓ Builds on Key's brand and presence in shared markets with complementary new markets
 - Leading position in MSAs^(b) of Buffalo, Albany, Syracuse and Rochester
 - Establishes Key's presence in attractive MSAs^(b) (Pittsburgh, Philadelphia, Hartford, New Haven)

Leverages Complementary Business Models

- ✓ Significant revenue opportunity by delivering broader suite of products to new and existing clients
 - KEY: commercial payments; capital markets; commercial mortgage; private banking and investments
 - FNFG: residential mortgage; indirect auto lending; retail and commercial insurance brokerage
- ✓ Complementary business mix creates a more balanced franchise across consumer and commercial businesses

Generates Attractive Financial Returns

- ✓ EPS accretion of 5%^(a)
- ✓ IRR approximates 15% and ROIC exceeds 10%
- ✓ Expected cost savings of \$400 million create \$2.8 billion of shareholder value
- ✓ Drives revenue synergies by deploying stronger combined product set into existing client relationships
- ✓ Efficient use of capital – capital ratios remain strong



(a) Upon full realization of cost savings (FY2018); no revenue synergies assumed
 (b) MSA denotes Metropolitan Statistical Area

Overview of First Niagara

Company Overview (3Q15)

Company

- Headquarters: Buffalo, NY
- Employees: 5,397
- Branches: 394

Financial

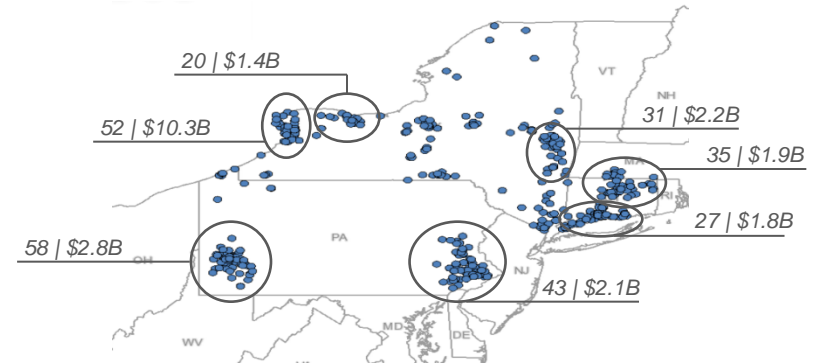
- Revenue (LTM)^(a): \$1.4B
- Assets: \$39B
- Loans: \$23B
- Deposits: \$29B

Business Profile

- Operates similar businesses in attractive, core and contiguous markets to Key
 - Banking segment is 95% of FNFG revenue
 - ~65% of First Niagara’s core deposits are in its New York markets -- all known and core to Key
 - One million clients and more than \$14B in commercial loan balances
 - Strong risk culture
- Compatible culture with Key
 - Focused on clients and communities

Branch Footprint

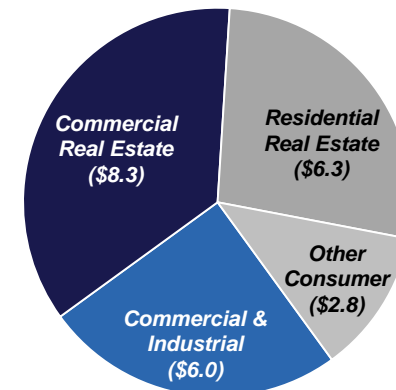
394 Branches | \$29B Deposits



Loan Portfolio (3Q15)

\$ in billions

\$23.4B



(a) LTM denotes last twelve months

Attractive Transaction Economics

Key Transaction Terms

- \$4.1 billion in aggregate consideration
 - First Niagara shareholders receive 0.68 Key shares and \$2.30 in cash for each FNFG common share
 - Implied value of \$11.40 per FNFG common share, based on Key's closing share price as of October 29
- Transaction metrics in-line with precedent transactions
 - P / TBV: 1.7x | Core deposit premium: 6.7% | P / 2016E EPS: 18.7x | P / 2016E EPS (with synergies): 8.5x

Financial Assumptions

- Cost savings of \$400 million pre-tax, or ~40% of FNFG's current noninterest expense
- Meaningful revenue synergies identified, but not included in financial analysis
- Merger and integration costs of approximately \$550 million pre-tax
- Purchase accounting adjustments include ~3% loan mark and ~1.5% core deposit intangible
- Key's existing share repurchase program suspended until closing of transaction; no change to Key's dividend plans, including anticipated increase to \$0.085 per share in 2Q16
 - Key anticipates requesting resumption of share repurchase activity in our 2016 CCAR submission
- Expected closing in 3Q16, subject to shareholder approval from Key and First Niagara and customary regulatory approvals

Financial Impact

- Generates compelling financial metrics^(a)
 - Increases ROTCE by ~200 bps
 - Cash efficiency ratio improves by ~300 bps, driven by \$400 million in annual cost savings
 - EPS accretion of 5%
 - IRR approximates 15% and ROIC exceeds 10%
 - Tangible book value dilution of ~12%
- Drives revenue synergies by deploying stronger combined product set to existing clients
- Efficient use of capital – capital ratios remain strong
- Increases scale of Key by ~40% in loans; deposits; total assets



(a) Upon full realization of cost savings (FY2018); no revenue synergies assumed

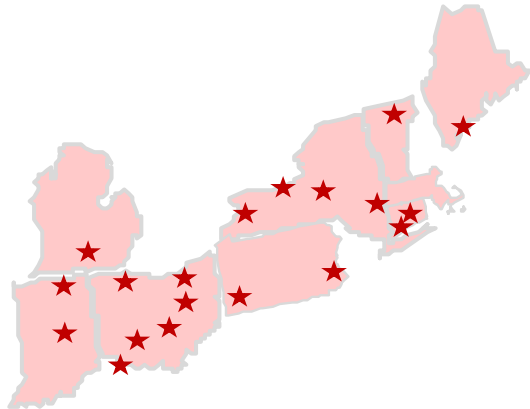
Combined Company Uniquely Positioned to Unlock Value

Three Million Clients

Attractive Geographic Footprint

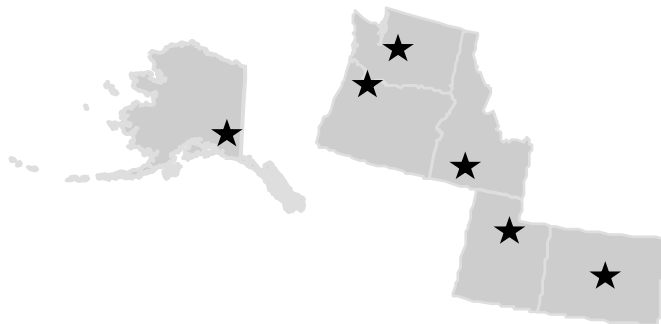
Complementary Product Offering

High Density Markets
























Leading market presence across the I-90 corridor from Toledo, OH to Albany, NY

High Growth Markets



Top 5 branch share in Seattle, Denver, Portland, Salt Lake City and Boise – all growing faster than national average

Broad, Complementary Product Capabilities

Retail banking (branch; card; auto; etc.)		
Private banking		
Residential mortgage		
Indirect auto lending		
Insurance brokerage		
Small business banking		
Business banking		
Commercial banking		
Asset-based lending		
Equipment finance		
Commercial payments		
Investment banking (mid market/industry focus)		
Commercial mortgage banking & servicing		

Complementary products provide extensive client cross-sell and revenue growth opportunities

Compelling Franchise and Capabilities



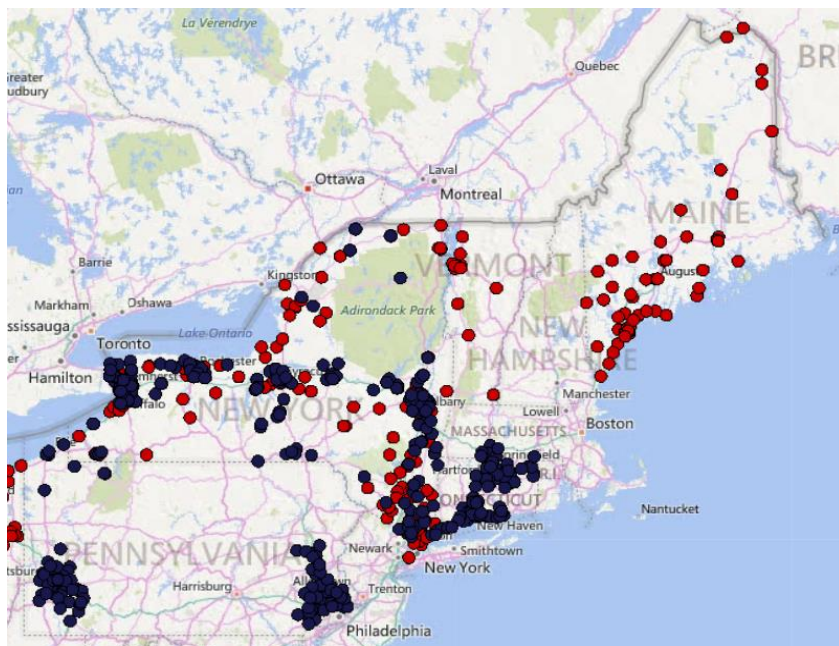
Strengthens Position in Attractive Northeast Markets

Leading Position from Toledo to Albany

Leading Market Share Banks Outperform

Shared Market Presence Accelerates Value Realization

Pro Forma Branch Footprint



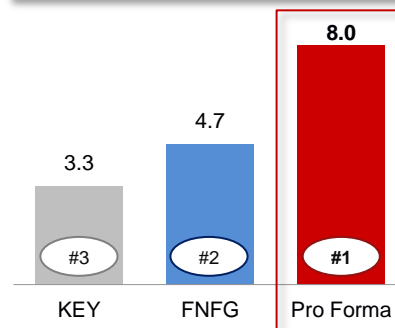
● KEY ● FNFG

- Combination creates the 13th largest U.S. commercial bank
- Approximately \$50 billion in deposits and nearly 700 branches in the Northeast, representing approximately half of the combined national franchise ^(b)

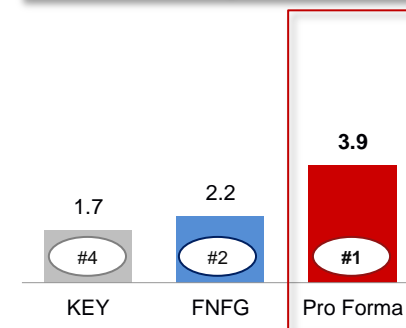
Leading Retail Presence in Upstate NY (a)

\$ in billions

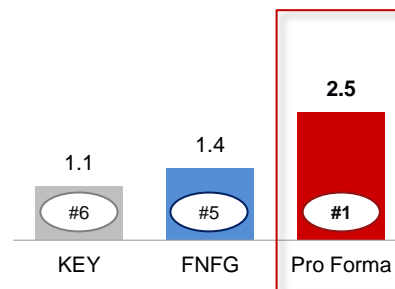
Buffalo, NY



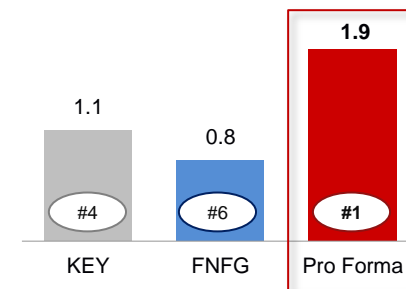
Albany, NY



Rochester, NY



Syracuse, NY



Source: SNL Financial; data as of June 2015

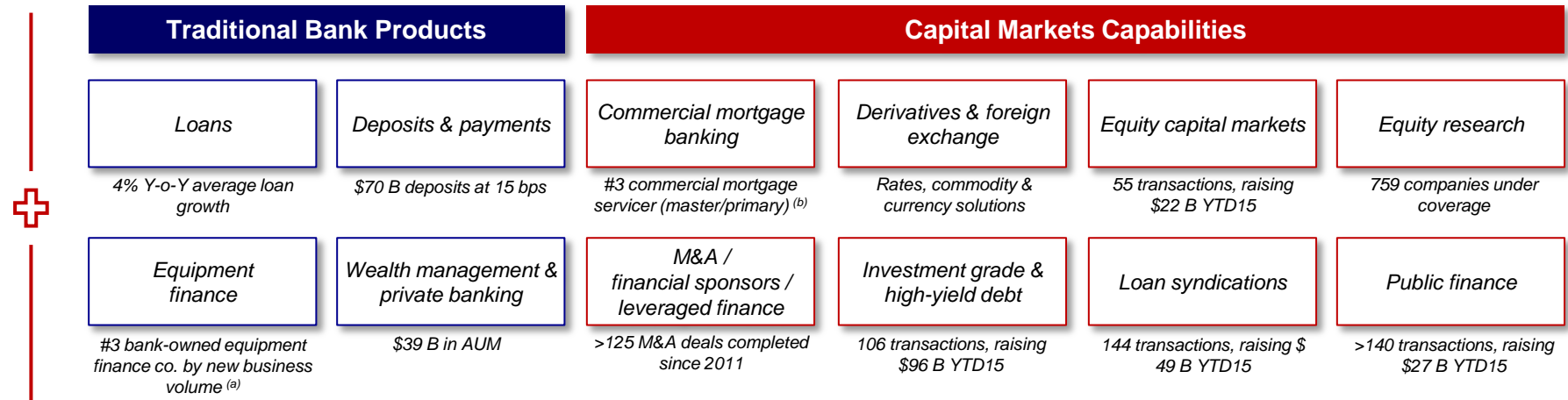
(a) Excludes any potential deposit divestiture; all figures cap all branches at \$250MM to adjust for commercial and headquarters deposits; MSA rankings reflect total deposit rankings

(b) Northeast region defined as Connecticut, Maine, Massachusetts, New York, Pennsylvania and Vermont



Enhanced Product Capabilities Drive Value

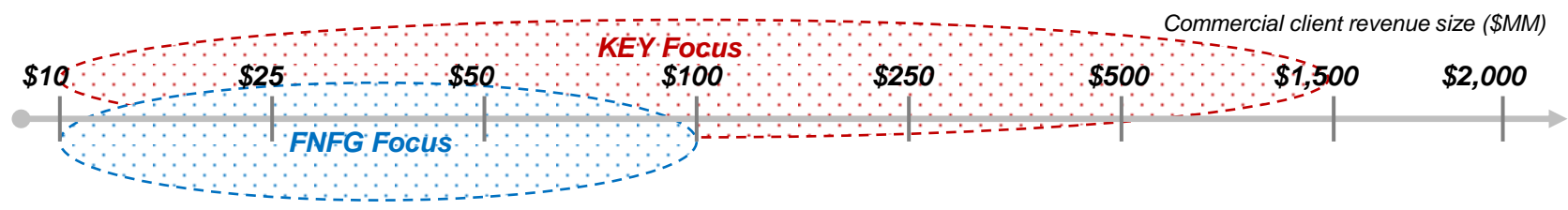
1 Key has broad product capabilities...



2 ...as well as deep industry expertise...



3 ...that can be deployed against our common targeted client and prospect base (middle market businesses and their owners)...



...Driving Meaningful Opportunities to Acquire and Expand Client Relationships

Note: Data as of 3Q15 unless otherwise noted
 (a) Source: Monitor Bank 100; ranking based on new business volume as of FY14
 (b) Source: Mortgage Bankers Association year-end 2014 rankings



Significant Value Created from Cost Savings

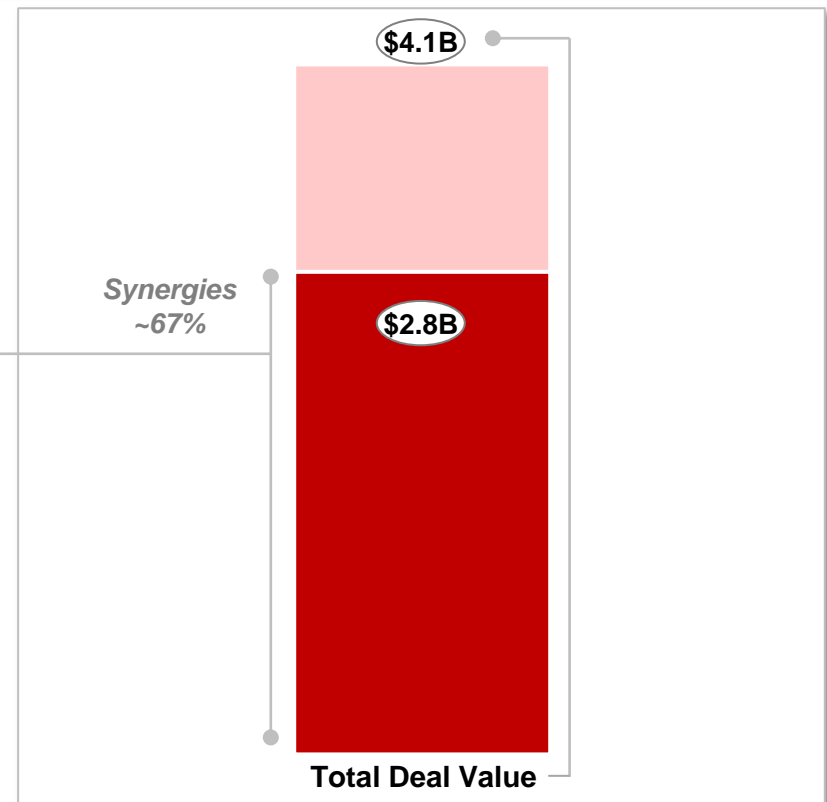
Unlocked value from cost synergies provides strong upside for shareholders

- High degree of market overlap accelerates benefit realization
 - > 30% of FNFG branches within two miles of a Key branch
- FNFG's technology infrastructure largely outsourced → Key has opportunity to efficiently scale our existing platform

Summary

NPV of Synergies

	KEY / First Niagara
<i>(\$ in millions)</i>	
Cost Savings After-Tax	\$260
Value at 12x	3,120
After-tax Restructuring Charges	(358)
NPV of Synergies	\$2,762
NPV of Synergies / Deal Value (%)	67%

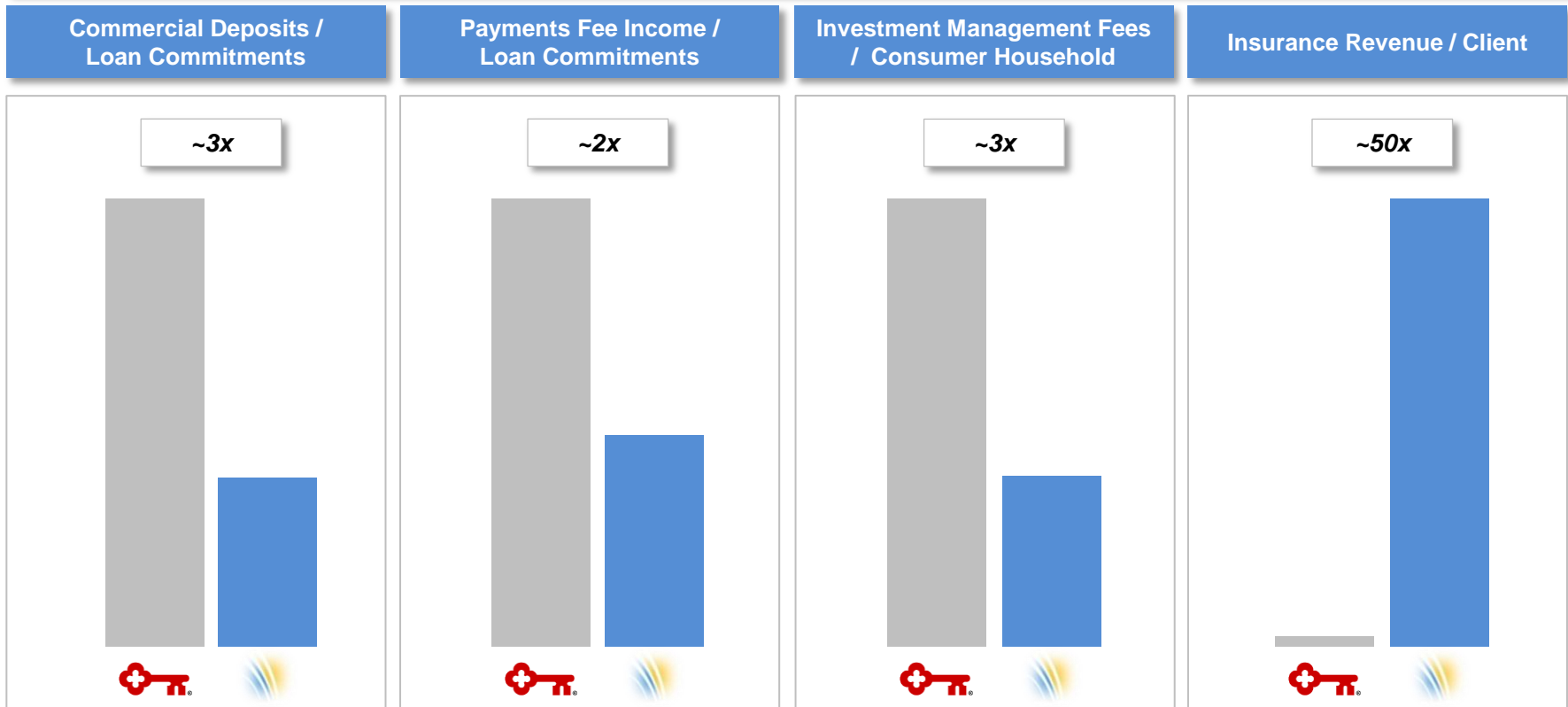


Substantial Revenue Growth Potential

Opportunity to drive revenue growth by delivering broader suite of products to new and existing clients

- All transaction return metrics presented herein exclude the benefit of revenue synergies

Comparative Revenue Productivity (Key's Business Bank, Middle Market & Commercial Real Estate vs. FNFG)



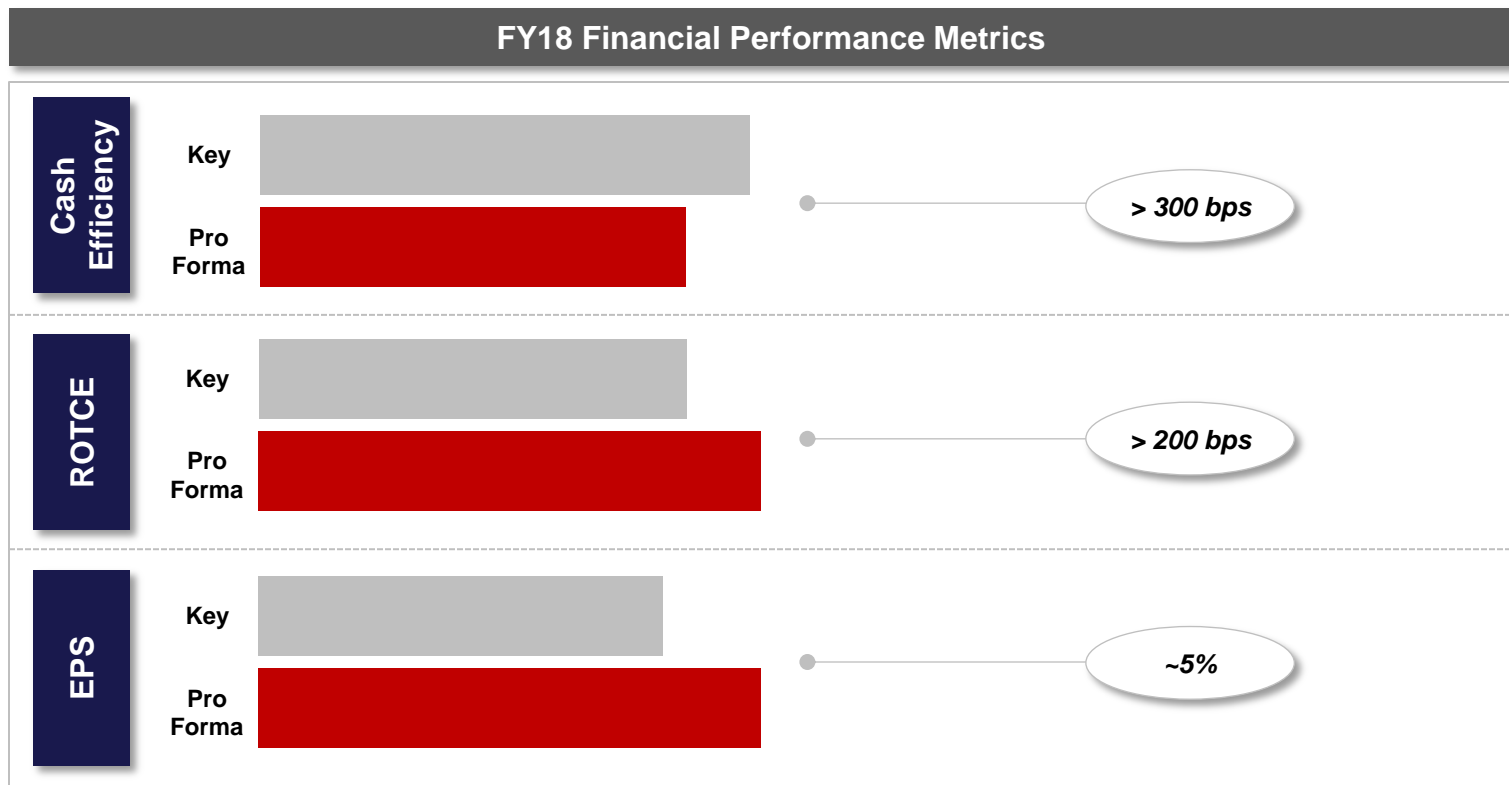
Complementary products provide significant potential to expand revenue across our collective client base



Attractive Financial Impact

The First Niagara acquisition generates compelling financial returns for Key

- IRR approximates 15% and ROIC exceeds 10%
- Meaningful improvement in efficiency and profitability metrics

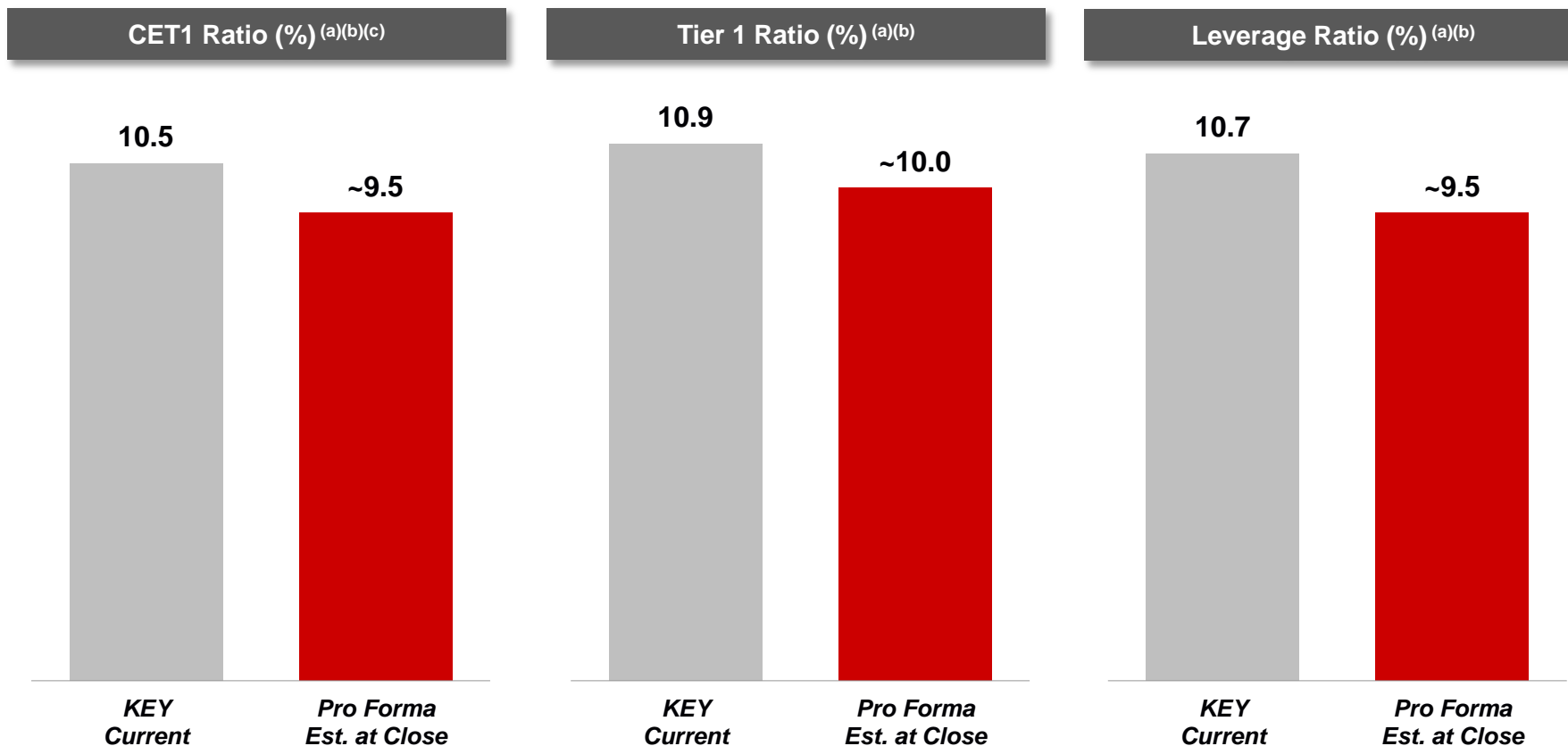


Note: Above figures depict consensus International Brokers' Estimate System estimates (I/B/E/S) FY18 estimates for Key and First Niagara, adjusted for the transaction and \$400MM in annual cost savings. No revenue synergies assumed

Strong Pro Forma Capital Position

The acquisition is an efficient use of capital – Key’s capital ratios remain strong

- Key is well-positioned for 2016 CCAR submission and additional capital actions



(a) Non-GAAP measure

(b) 9-30-15 ratio is estimated

(c) The final Basel III capital framework rules, effective January 1, 2015 for Key, introduced a new capital measure, “Common Equity Tier 1” (CET1)

Disciplined Diligence and Integration Approach

Thorough Due Diligence Process

- Comprehensive, executive-led due diligence process involving more than 300 employees of both Key and First Niagara
- Organized teams across focus diligence areas led by senior leaders with support from functional experts and external advisors
- Extensive credit diligence, including thorough loan file review
 - Reviewed loans to more than 1,100 borrowers representing ~50% of First Niagara's total commitments
 - Balanced review of commercial and consumer loan portfolios, including top credit relationships and all substandard loans > \$250k
- Holistic risk assessment across all major risk categories, including compliance and legal; operational; model; market; credit; rate; and strategic risks

Disciplined Integration Approach

- Key has the management resources and infrastructure to acquire and integrate First Niagara seamlessly into our Company
- Familiarity with First Niagara's businesses and markets will accelerate Key's ability to integrate successfully
- Key's technology and operations infrastructure is scalable and can efficiently leverage the incremental volume and activity generated by the transaction
- Core integration leadership team has significant prior M&A integration experience
 - Integration team will be led by Chris Gorman, President of Key Corporate Bank, and staffed with representatives from both Key and First Niagara




Our Mission: Helping Clients and Communities Thrive

Strong commitment to our communities

Corporate Responsibility is Important to the Communities That We So Proudly Serve

- ✓ Key and FNFG have award winning cultures of philanthropy, community development and civic service
 - \$30 million dollars given annually to nonprofit organizations
 - Nearly \$5 billion combined in lending and investments supporting underserved individuals and communities
 - Over 500,000 employee volunteer hours in the past three years
- ✓ One of America’s Most Community-minded Companies (The Civic 50)
- ✓ Diversity Inc. “Top 50” company
- ✓ 7x winner: “One of the Best Places to Work” (Corporate Equality Index, Human Rights Campaign)
- ✓ FNFG selected as “Best Bank in the Northeast” by *Money* magazine



 Best Bank in the Northeast



A Compelling Strategic Opportunity

Powerful combination creates high-performing regional bank with compelling shareholder returns

Strengthens Franchise



Leverages Complementary Business Models



Generates Attractive Financial Returns

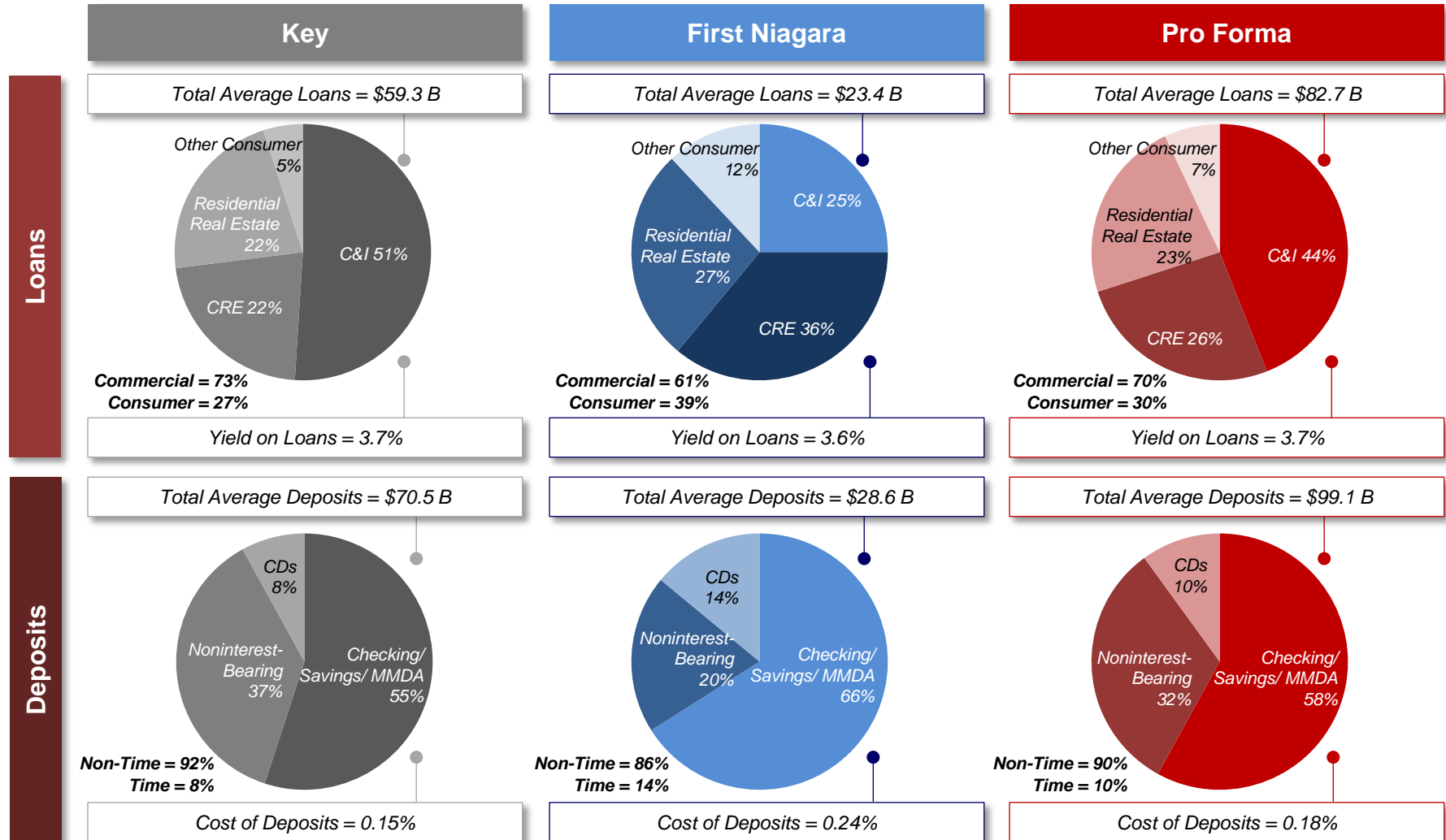
Better Together



Appendix

Pro Forma Loan and Deposit Summary

Summary (3Q15)



IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed merger, KeyCorp will file with the SEC a Registration Statement on Form S-4 that will include the Joint Proxy Statement of KeyCorp and First Niagara and a Prospectus of KeyCorp, as well as other relevant documents concerning the proposed transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

A free copy of the Joint Proxy Statement/Prospectus, as well as other filings containing information about KeyCorp and First Niagara, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from KeyCorp at investor.key.com or from First Niagara by accessing First Niagara's website at www.firstniagara.com. Copies of the Joint Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to KeyCorp Investor Relations at Investor Relations, KeyCorp, 127 Public Square, Mailcode OH-01-27-0737, Cleveland, Ohio 44114-1306, by calling (216) 689-3000, or by sending an e-mail to investor_relations@keybank.com or to First Niagara Investor Relations at 726 Exchange Street, Suite 618, Buffalo, New York 14210, by calling (716) 819-5669 or by sending an e-mail to investor@fnfg.com. In addition, KeyCorp and First Niagara use their respective Investor Relations websites and social media outlets as channels of distribution of material company information. Such information is accessible on KeyCorp's and First Niagara's Investor Relations websites, as well as on their respective Facebook pages and through their Twitter accounts and LinkedIn accounts.

KeyCorp and First Niagara and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of KeyCorp and First Niagara in respect of the transaction described in the Joint Proxy Statement/Prospectus. Information regarding KeyCorp's directors and executive officers is contained in KeyCorp's Proxy Statement on Schedule 14A, dated April 7, 2015, which is filed with the SEC. Information regarding First Niagara's directors and executive officers is contained in First Niagara's Proxy Statement on Schedule 14A, dated March 23, 2015, which is filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Joint Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

