

# KEYCORP /NEW/ (KEY)

2026 DEF 14A · filed 2026-03-27 · CIK 0000091376

## Headline facts

CEO TOTAL PAY

**\$11,522,025**

Christopher M. Gorman · 2025 · “ 38% YoY

CEO PAY RATIO

CD&A

**127 to 1**

Median employee: \$91,077

SAY ON PAY

**Not disclosed**

COMPENSATION COMMITTEE

CD&A

**Compensation and Organization  
Committee**

## Governance policies

CLAWBACK

**present**

PLEDGING

**prohibited**

HEDGING

**prohibited**

STOCK OWNERSHIP GUIDELINES

**present**

Summary Compensation Table (latest disclosed year)

Year 2025

| EXECUTIVE                                                                            | SALARY      | STOCK       | CASH INCENTIVE | OTHER     | TOTAL        |
|--------------------------------------------------------------------------------------|-------------|-------------|----------------|-----------|--------------|
| Christopher M. Gorman<br>Chairman and CEO                                            | \$1,200,000 | \$6,209,991 | \$3,240,000    | \$133,031 | \$11,522,025 |
| Mo Ramani<br>Chief Risk Officer                                                      | \$700,000   | \$3,219,998 | \$1,200,000    | \$115,976 | \$7,265,973  |
| Andrew J. "Randy" Paine III<br>Head of Institutional Bank<br>Named executive officer | \$600,000   | \$2,339,997 | \$2,470,000    | \$23,500  | \$5,729,331  |
| Clark Khayat<br>CFO                                                                  | \$700,000   | \$1,799,997 | \$2,210,000    | \$23,500  | \$4,933,492  |
| Amy G. Brady<br>Chief Information Officer                                            | \$700,000   | \$1,349,998 | \$1,565,000    | \$28,127  | \$3,793,120  |

CEO pay mix (latest year)

|                |     |
|----------------|-----|
| Base salary    | 10% |
| Cash incentive | 28% |
| Equity         | 60% |
| Other          | 1%  |
| At-risk        | 88% |

# Every fact above, traced back to filing text

Generated 2026-10-15 11:02:17Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

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**CEO pay ratio = 127 to 1**

Extracted from: Compensation Discussion & Analysis · confidence 0.94

*“a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. For 2025, the median of the annual total compensation of all employees, excluding the CEO, is \$91,077. The annual total compensation of the CEO, as reported in the 2025 Summary Compensation Table (“SCT”), is \$11,522,025. The ratio of the annual total compensation of the CEO to the median of the annual total compensation of all other employees is 127 to 1. In determining the information provided above, we used the following methodology and estimates: As permitted by the SEC’s rules, we used the same medi...”*

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**Median employee compensation = \$91,077**

Extracted from: Compensation Discussion & Analysis · confidence 0.9

*“and Consumer Protection Act of 2010 and Item 402(u) of Regulation S-K, we are providing the following information with respect to our last completed fiscal year. The pay ratio information provided below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. For 2025, the median of the annual total compensation of all employees, excluding the CEO, is \$91,077. The annual total compensation of the CEO, as reported in the 2025 Summary Compensation Table (“SCT”), is \$11,522,025. The ratio of the annual total compensation of the CEO to the median of the annual...”*

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**Compensation committee = Compensation and Organization Committee**

Extracted from: Compensation Discussion & Analysis · confidence 0.85

*“Compensation and Organization Committee Report”*

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**Clawback policy = present**

Extracted from: Compensation Discussion & Analysis · confidence 0.96

*“clawback policy, as in effect from time to time.”*

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**Hedging policy = prohibited**

Extracted from: Compensation Discussion & Analysis · confidence 0.93

*“× No Hedging or Pledging of KeyCorp Securities is permitted under our Insider Trading Policy, which prohibits our employees, officers, and directors from engaging in hedging transactions involving our common shares and from pledging our common shares”*

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**Pledging policy = prohibited**

Extracted from: Compensation Discussion & Analysis · confidence 0.93

*“r our Insider Trading Policy, which prohibits our employees, officers, and directors from engaging in hedging transactions involving our common shares and from pledging our common shares”*

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**Stock ownership guidelines = present**

Extracted from: Compensation Discussion & Analysis · confidence 0.94

*“share ownership requirements, so that each active NEO must hold the net shares acquired upon vesting of equity awards until our stock ownership guidelines are satisfied”*