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

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-188703
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-231689
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-271833
UNDER
THE SECURITIES ACT OF 1933**

KEYCORP

(Exact name of registrant as specified in its charter)

OHIO
(State or Other Jurisdiction of
Incorporation or Organization)

34-6542451
(I.R.S. Employer
Identification No.)

**127 PUBLIC SQUARE
CLEVELAND, OHIO**
(Address of Principal Executive Offices)

44114
(Zip Code)

**KeyCorp 2013 Equity Compensation Plan
KeyCorp Amended and Restated 2019 Equity Compensation Plan
KeyCorp 2026 Equity Compensation Plan
(Full Title of the Plan)**

**James L. Waters
General Counsel and Secretary
KeyCorp
127 Public Square
Cleveland, Ohio 44114
(216) 689-3000**

(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**Jurgita Ashley
Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, Ohio 44114
(216) 566-5500**

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On May 14, 2026, the shareholders of KeyCorp (the “Registrant”) approved the KeyCorp 2026 Equity Compensation Plan (the “Plan”), which became effective on such date (the “Effective Date”). The total number of common shares of the Registrant that may be granted under the Plan includes, in addition to 24,000,000 new shares (registered concurrently on a new Registration Statement on Form S-8), (i) the number of shares available for future awards under the KeyCorp Amended and Restated 2019 Equity Compensation Plan (the “2019 Plan”) as of the Effective Date and (ii) the number of shares underlying any outstanding awards under the 2019 Plan and the KeyCorp 2013 Equity Compensation Plan (the “2013 Plan”) that are forfeited, cancelled, surrendered, or otherwise terminated that again become available for issuance under the Plan on or after the Effective Date, as provided for in the Plan (the shares described in (i) and (ii), the “Prior Plans’ Shares”).

In accordance with Item 512(a)(1)(iii) of Regulation S-K and Corporation Finance Interpretation 126.43, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-188703), filed by the Registrant with the Commission on May 20, 2013, relating to the 2013 Plan, Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-231689), filed by the Registrant with the Commission on May 23, 2019, relating to the 2019 Plan, and Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-271833), filed by the Registrant with the Commission on May 11, 2023, relating to the 2019 Plan (collectively, the “Post-Effective Amendments”) are hereby filed to cover the issuance of the Prior Plans’ Shares pursuant to the Plan. For the avoidance of doubt, the Registrant is not registering any additional common shares on these Post-Effective Amendments that were not previously registered or that were not previously approved by the Registrant’s shareholders as of the Effective Date.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants, as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of these Post-Effective Amendments or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in these Post-Effective Amendments pursuant to Item 3 of Part II of Form S-8, taken together, will constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2025](#) (including the information incorporated by reference therein from the Registrant’s [Definitive Proxy Statement on Schedule 14A](#), filed with the Commission on March 27, 2026);
- Registrant’s [Quarterly Report on Form 10-Q for the quarter ended March 31, 2026](#);
- Registrant’s Current Reports on Form 8-K filed on [January 16, 2026](#), [January 20, 2026](#), [January 28, 2026](#), [February 9, 2026](#), [March 2, 2026](#), [April 16, 2026](#), and [May 14, 2026](#) (excluding any information furnished in such reports under Item 2.02, Item 7.01 or Item 9.01); and
- The description of the Registrant’s common shares contained in [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information “furnished” to the Commission) subsequent to the filing of these Post-Effective Amendments and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in these Post-Effective Amendments and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of these Post-Effective Amendments to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of these Post-Effective Amendments.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Registrant is incorporated under the laws of the state of Ohio.

Section 1701.13(E) of the Ohio Revised Code (the “Code”) sets forth conditions and limitations governing the indemnification of directors, officers, and certain other persons (“Indemnified Persons”). In general, the Code authorizes Registrant to indemnify Indemnified Persons from liability if the Indemnified Person acted in good faith and in a manner reasonably believed by such person to be in or not opposed to the best interests of Registrant, and, with respect to any criminal actions, if the Indemnified Person had no reasonable cause to believe his or her conduct was unlawful. In the case of an action by or on behalf of Registrant, indemnification is prohibited in certain circumstances, including (i) if the person seeking indemnification is adjudged liable for negligence or misconduct in the performance of such person’s duties to Registrant, unless an appropriate court determines such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper, or (ii) if liability asserted against such person concerns certain unlawful dividends, distributions and other payments. Section 1701.13(E) of the Code provides that to the extent an Indemnified Person has been successful on the merits or otherwise in defense of any such action, suit or proceeding, that Indemnified Person shall be indemnified against expenses reasonably incurred in connection therewith. The indemnification authorized under Ohio law is not exclusive and is in addition to any other rights granted to officers and directors under the articles of incorporation or code of regulations of Registrant or any agreement with directors, officers and certain other persons. Registrant may purchase and maintain insurance or furnish similar protection on behalf of any Indemnified Person against any liability asserted against and incurred by an Indemnified Person in his or her capacity, or arising out of his or her status, as a director, officer or certain other person, whether or not Registrant would have the power to indemnify him or her against such liability under the Code.

Under the terms of Registrant’s directors’ and officers’ liability and company reimbursement insurance policies, directors and officers of Registrant are insured against certain liabilities, including liabilities arising under the Securities Act.

Article V of the Fourth Amended and Restated Regulations of Registrant (as amended, the “Regulations”) provides that Registrant shall indemnify to the fullest extent permitted or authorized by Ohio law any person made or threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or employee of Registrant or of any other bank, corporation, partnership, joint venture, trust, or other enterprise for which he or she was serving as a director, trustee, officer, or employee at the request of Registrant. The indemnification provided by Article V of the Regulations is not exclusive and is in addition to any other rights to which any person seeking indemnification may be entitled.

Registrant is also party to Change of Control Agreements with certain executive officers (the “Executives”) pursuant to which Registrant has agreed, from and after a change of control, to indemnify an Executive to the fullest extent permitted or authorized by Ohio law, if the Executive (whether before or after the change of control) is made or threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the Executive is or was a director, officer, employee, or agent of Registrant and/or any of its subsidiaries, or is or was serving at the request of Registrant and/or any of its subsidiaries as a director, trustee, officer, employee, member, manager, or agent of a bank, corporation, limited liability company, partnership, joint venture, trust or other enterprise. Registrant has agreed to advance expenses incurred by an Executive in defending any such action, suit, or proceeding, subject to the conditions set forth in the agreement. The indemnification provided under the Change of Control Agreements is not exclusive and is in addition to any other rights to which any Executive seeking indemnification under such agreements may be entitled.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Third Amended and Restated Articles of Incorporation of Registrant, effective May 23, 2019 (incorporated herein by reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K filed on May 24, 2019).</u>
4.2	<u>Certificate of Amendment to the Third Amended and Restated Articles of Incorporation of the Registrant with respect to Fixed Rate Reset Perpetual Non-Cumulative Preferred Stock, Series H, filed August 22, 2022 (incorporated herein by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K filed on August 24, 2022).</u>
4.3	<u>Fourth Amended and Restated Regulations of Registrant, effective September 23, 2023 (incorporated herein by reference to Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2025).</u>
5.1	<u>Opinion of Thompson Hine LLP.</u>
15.1	<u>Acknowledgment of Independent Registered Public Accounting Firm.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Thompson Hine LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney.</u>
99.1	<u>KeyCorp 2013 Equity Compensation Plan (effective March 14, 2013) (incorporated herein by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2018).</u>
99.2	<u>KeyCorp Amended and Restated 2019 Equity Compensation Plan (incorporated herein by reference to Exhibit 99.1 to Registrant's Registration Statement on Form S-8 filed on May 11, 2023 (File No. 333-271833)).</u>
99.3	<u>KeyCorp 2026 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 14, 2026).</u>
99.4	<u>Form of Restricted Share Unit Award Agreement (New Hire/Retention) (2026 Equity Compensation Plan) (incorporated herein by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed on May 14, 2026).</u>

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cleveland, state of Ohio, on May 14, 2026.

KEYCORP

By: /s/ Andrea R. McCarthy
Name: Andrea R. McCarthy
Title: Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments have been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christopher M. Gorman*</u> Christopher M. Gorman	Chairman, Chief Executive Officer, and President (Principal Executive Officer) and Director	May 14, 2026
<u>/s/ Clark H. I. Khayat*</u> Clark H. I. Khayat	Chief Financial Officer (Principal Financial Officer)	May 14, 2026
<u>/s/ Stacy L. Gilbert*</u> Stacy L. Gilbert	Chief Accounting Officer (Principal Accounting Officer)	May 14, 2026
<u>/s/ Jacqueline L. Allard*</u> Jacqueline L. Allard	Director	May 14, 2026
<u>/s/ Alexander M. Cutler*</u> Alexander M. Cutler	Director	May 14, 2026
<u>/s/ H. James Dallas*</u> H. James Dallas	Director	May 14, 2026
<u>/s/ Antonio DeSpirito*</u> Antonio DeSpirito	Director	May 14, 2026
<u>/s/ Elizabeth R. Gile*</u> Elizabeth R. Gile	Director	May 14, 2026
<u>/s/ Robin N. Hayes*</u> Robin N. Hayes	Director	May 14, 2026
<u>/s/ Christopher L. Henson*</u> Christopher L. Henson	Director	May 14, 2026
<u>/s/ Richard J. Hipple*</u> Richard J. Hipple	Director	May 14, 2026
<u>/s/ Somesh Khanna*</u> Somesh Khanna	Director	May 14, 2026
<u>/s/ Devina A. Rankin*</u> Devina A. Rankin	Director	May 14, 2026
<u>/s/ Barbara R. Snyder*</u> Barbara R. Snyder	Director	May 14, 2026
<u>/s/ Richard J. Tobin*</u> Richard J. Tobin	Director	May 14, 2026
<u>/s/ Todd J. Vasos*</u> Todd J. Vasos	Director	May 14, 2026

* By: /s/ Andrea R. McCarthy



ATLANTA | CHICAGO | CINCINNATI | CLEVELAND
 COLUMBUS | DAYTON | LOS ANGELES | MINNEAPOLIS
 NEW YORK | SILICON VALLEY | WASHINGTON, D.C.

May 14, 2026

KeyCorp
 127 Public Square
 Cleveland, Ohio 44114

RE: KeyCorp Post-Effective Amendments to Form S-8

Ladies and Gentlemen:

KeyCorp, an Ohio corporation (the "Company"), is filing with the Securities and Exchange Commission (the "Commission") Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-188703), Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-231689), and Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-271833) (collectively, the "Post-Effective Amendments") under the Securities Act of 1933, as amended (the "Securities Act").

On May 14, 2026, the Company's shareholders approved the KeyCorp 2026 Equity Compensation Plan (the "Plan"), which became effective on May 14, 2026 (the "Effective Date"). The total number of common shares, par value \$1.00 per share, of the Company that may be granted under the Plan includes, in addition to 24,000,000 new shares (registered concurrently on a new Registration Statement on Form S-8), (i) the number of shares available for future awards under the KeyCorp Amended and Restated 2019 Equity Compensation Plan (the "2019 Plan") as of the Effective Date and (ii) the number of shares underlying any outstanding awards under the 2019 Plan and the KeyCorp 2013 Equity Compensation Plan that are forfeited, cancelled, surrendered, or otherwise terminated that again become available for issuance under the Plan on or after the Effective Date, as provided for in the Plan (the shares described in (i) and (ii), the "Prior Plans' Shares").

Item 601 of Regulation S-K and the instructions to Form S-8 require that an opinion of counsel concerning the legality of the securities to be registered be filed as an exhibit to a Form S-8 registration statement if the securities are original issue shares. This opinion is provided in satisfaction of that requirement as it relates to the Post-Effective Amendments.

In rendering this opinion, we have examined copies of (a) the Company's Third Amended and Restated Articles of Incorporation, as amended, and Fourth Amended and Restated Regulations, each in the form filed as exhibits with the Commission, (b) the Plan, in the form filed as an exhibit with the Commission, and (c) such other records and documents as we have deemed advisable in order to render this opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, and the conformity to the originals or certified copies of all documents submitted to us as copies thereof.

As a result of the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, under the laws of the State of Ohio, when issued pursuant to and in accordance with the Plan and the applicable award agreements, the Prior Plans' Shares that are the subject of the Post-Effective Amendments will be validly issued, fully paid, and non-assessable.

In rendering this opinion, we have assumed that the resolutions authorizing the Company to issue the Prior Plans' Shares pursuant to the Plan and the applicable award agreements will be in full force and effect at all times at which the Prior Plans' Shares are issued by the Company and that the Company will take no action inconsistent with such resolutions. We have further assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors in accordance with applicable law.

Our opinion expressed above is limited to the laws of the State of Ohio, as currently in effect, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion letter that might affect the opinions expressed herein.

THOMPSON HINE LLP
 ATTORNEYS AT LAW

3900 Key Center
 127 Public Square
 Cleveland, Ohio 44114-1291

www.ThompsonHine.com
 O: 216.566.5500
 F: 216.566.5800

We hereby consent to the filing of this opinion letter as an exhibit to the Post-Effective Amendments. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Thompson Hine LLP

Thompson Hine LLP

Acknowledgment of Independent Registered Public Accounting Firm

May 14, 2026

To the Shareholders and Board of Directors of KeyCorp

We are aware of the incorporation by reference in the Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-188703), Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-231689), and Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-271833) pertaining to the KeyCorp 2013 Equity Compensation Plan, KeyCorp Amended and Restated 2019 Equity Compensation Plan, and KeyCorp 2026 Equity Compensation Plan of our report dated May 5, 2026 relating to the unaudited consolidated interim financial statements of KeyCorp that is included in its Form 10-Q for the quarter ended March 31, 2026.

/s/ Ernst & Young LLP
Cleveland, Ohio

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-188703), Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-231689), and Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-271833) pertaining to the KeyCorp 2013 Equity Compensation Plan, KeyCorp Amended and Restated 2019 Equity Compensation Plan, and KeyCorp 2026 Equity Compensation Plan of our reports dated February 23, 2026, with respect to the consolidated financial statements of KeyCorp and the effectiveness of internal control over financial reporting of KeyCorp included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio

May 14, 2026

**KEYCORP
POWER OF ATTORNEY**

Each of the undersigned, an officer, a director, or both of KeyCorp, an Ohio corporation, hereby constitutes and appoints James L. Waters and Andrea R. McCarthy, and each of them, as their true and lawful attorneys-in-fact with full power of substitution and resubstitution, to sign in their name, place, and stead and to file the following: (i) a registration statement on Form S-8 with respect to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of Common Shares of KeyCorp issuable in connection with the KeyCorp 2026 Equity Compensation Plan, including any and all exhibits thereto and other documents in connection therewith; (ii) any and all amendments, including post-effective amendments, supplements, and exhibits, and any subsequent registration statements pursuant to Rule 462 of the Securities Act, relating to the KeyCorp 2013 Equity Compensation Plan, the KeyCorp Amended and Restated 2019 Equity Compensation Plan and the KeyCorp 2026 Equity Compensation Plan, as applicable; and (iii) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to any of the foregoing, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate, or desirable to be done in the premises, or in the name, place, and stead of the said director and/or officer, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

This Power of Attorney may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

* * * * *

IN WITNESS WHEREOF, this Power of Attorney has been signed as of May 14, 2026.

/s/ Christopher M. Gorman
Christopher M. Gorman
Chairman, Chief Executive Officer, and President
(Principal Executive Officer) and Director

/s/ Stacy L. Gilbert
Stacy L. Gilbert
Chief Accounting Officer
(Principal Accounting Officer)

/s/ Alexander M. Cutler
Alexander M. Cutler, Director

/s/ Antonio DeSpirito
Antonio DeSpirito, Director

/s/ Robin N. Hayes
Robin N. Hayes, Director

/s/ Richard J. Hipple
Richard J. Hipple, Director

/s/ Devina A. Rankin
Devina A. Rankin, Director

/s/ Richard J. Tobin
Richard J. Tobin, Director

/s/ Clark H. I. Khayat
Clark H. I. Khayat
Chief Financial Officer
(Principal Financial Officer)

/s/ Jacqueline L. Allard
Jacqueline L. Allard, Director

/s/ H. James Dallas
H. James Dallas, Director

/s/ Elizabeth R. Gile
Elizabeth R. Gile, Director

/s/ Christopher L. Henson
Christopher L. Henson, Director

/s/ Somesh Khanna
Somesh Khanna, Director

/s/ Barbara R. Snyder
Barbara R. Snyder, Director

/s/ Todd J. Vasos
Todd J. Vasos, Director