2016 3rd Quarter Earnings Call Presentation

October 19, 2016

Forward-Looking Statements; Non-GAAP Financial Measures

The following information is current as of September 30, 2016 (unless otherwise noted) and should be read in connection with Navient Corporation's (Navient) Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 Form 10-K"), filed by Navient with the Securities and Exchange Commission (the "SEC") on February 25, 2016 and subsequent reports filed by Navient with the SEC. Definitions for capitalized terms in this presentation not defined herein can be found in our 2015 Form 10-K. This presentation contains "forward-looking" statements and other information that is based on management's current expectations as of the date of this presentation. Statements that are not historical facts, including statements about our beliefs, opinions, or expectations and statements that assume or are dependent upon future events, are forward-looking statements and often contain words such as "expect," "anticipate," "intend," "plan," "believe," "seek," "see," "will," "would," or "target." Forward-looking statements are subject to risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those reflected in such forward-looking statements.

For us, these factors include, among others, the risks and uncertainties associated with:
- increases in financing costs;
- the availability of financing;
- limits on liquidity resulting from disruptions in the capital markets or other factors;
- unanticipated increases in costs associated with compliance with laws and regulations;
- changes in the marketplaces in which we compete (including changes in demand or changes resulting from new laws and regulations);
- changes in accounting standards pertaining to loan loss reserves and estimates or other accounting standards that may impact our operations;
- adverse outcomes in any significant litigation to which we are a party;
- credit risk associated with our exposure to third parties, including counterparties to hedging or other derivative transactions; and
- changes in the terms of education loans and the educational credit marketplace (including changes resulting from new laws and the implementation of existing laws).

We could also be affected by, among other things:
- unanticipated deferrals in our FFELP securitization trusts that would delay repayment of the bonds beyond their legal final maturity date;
- reductions to our credit ratings, the credit ratings of asset-backed securitizations we sponsor or the credit ratings of the United States of America;
- failures of our operating systems or infrastructure, or those of third-party vendors;
- risks related to cybersecurity including the potential disruption of our systems or potential disclosure of confidential customer information;
- damage to our reputation resulting from the politicization of student loan servicing;
- failures to successfully implement cost-cutting initiatives and adverse effects of such initiatives on our business;
- delays or errors in converting portfolio acquisitions to our servicing platform;
- risks associated with restructuring initiatives;
- changes in law and regulations with respect to the student lending business and financial institutions generally;
- increased competition from banks and other consumer lenders who are not subject to the same level of regulation;
- the creditworthiness of our customers;
- changes in the general interest rate environment, including the relationship between the relevant money-market index rate and the rate at which our assets are priced;
- our ability to successfully effectuate any acquisitions and other strategic initiatives;
- changes in the demand for debt management services;
- changes in general economic conditions; and
- the other factors that are described in the "Risk Factors" section of the 2015 Form 10-K and in our future reports filed with the SEC.

The preparation of our consolidated financial statements also requires management to make certain estimates and assumptions including estimates and assumptions about future events. These estimates or assumptions may prove to be incorrect and actual results could differ materially. All forward-looking statements contained in this presentation are qualified by these cautionary statements and are made only as of the date of this presentation. We do not undertake any obligation to update or revise these forward-looking statements except as required by law.

Navient reports financial results on a GAAP basis and also provides certain non-GAAP core earnings performance measures. When compared to GAAP results, core earnings exclude the impact of: (1) the financial results of the consumer banking business for historical periods prior to the April 30, 2014 spin-off of Navient from SLM Corporation as well as related restructuring and reorganization expenses incurred in connection with the spin-off, including the restructuring initiated in the second quarter of 2015; (2) unrealized, mark-to-market gains/losses on derivatives; and (3) goodwill and acquired intangible asset amortization and impairment. Navient provides core earnings measures because this is what management uses when making management decisions regarding Navient's performance and the allocation of corporate resources. Navient core earnings are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies . For additional information, see "Core Earnings — Definition and Limitations" in Navient's third quarter earnings release for a further discussion and a complete reconciliation between GAAP net income and core earnings.

3rd Quarter Highlights

- Generated adjusted "Core Earnings" of $0.51 per share[1]

- Private Education Loan charge-offs decreased 24% from year ago quarter

- Issued $1.3 billion in unsecured debt

- Repurchased 14.3 million common shares
  - Repurchased 13% or 47 million of common shares year to date

[1] Excludes $0.01 per share related to expenses associated with regulatory-related costs

Operating Results
"Core Earnings" Basis

(In millions, except per share amounts)	Q3 16	Q2 16	Q3 15
Adjusted Core EPS before regulatory-related costs	**$0.51**	**$0.48**	**$0.48**
Regulatory-related costs	($0.01)	($0.01)	($0.01)
Reported Core EPS	**$0.50**	**$0.47**	**$0.47**
Operating expenses (excluding regulatory-related costs)	**$222**	**$226**	**$220**
Regulatory-related costs	$6	$4	$8
Operating expenses	**$228**	**$230**	**$228**
Provision	$106	$110	$123
Average total education loans	$116,450	$119,600	$127,750

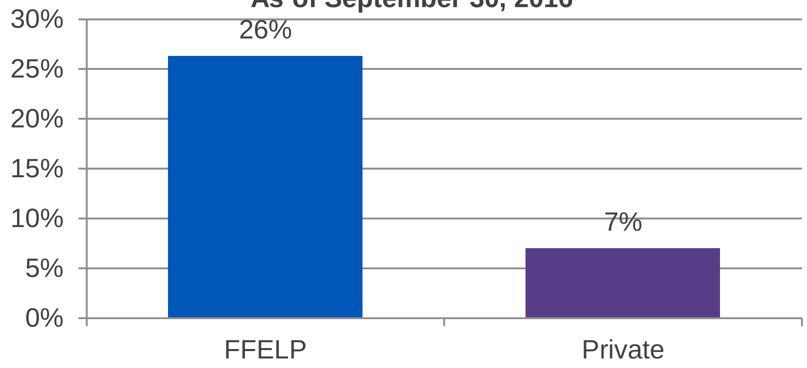
Three Month LIBOR Basis Risk Management

Overview

- Prior to the financial crisis, the company primarily funded FFELP and private credit loans with ABS or unsecured debt indexed to 3 month LIBOR ("3ML"). In 2009, the company started issuing new debt indexed or swapped to 1 month LIBOR ("1ML").
- From 2010 to 2015, the average spread between 1ML and 3ML was 11 basis points. Year-to-date[1], the spread has averaged 22 basis points.
- In addition, the increase in 3ML experienced to date this year has not been matched by an increase in the Prime rate. This narrows our net interest margin on a subset of our private loans for a period of time until the next Prime rate increase.
- Navient uses floor contracts and other derivatives to convert a portion of our liabilities from quarterly reset 3ML to other indices that are more correlated to our asset indices.

Exposure to Funding Indexed to 3ML[2]

% of Total Loans with Liabilities Indexed to 3ML
As of September 30, 2016



- The company has $30 billion of **FFELP loans** indexed to 1ML that reset daily with funding indexed to 3ML that reset quarterly.
- The company has $8 billion of **Private Education Loans** indexed to Prime with funding indexed to 3ML.

[1] As of September 30, 2016
[2] After the impact of hedges

FFELP Loans Segment
"Core Earnings" Basis

(In millions)	Q3 16	Q2 16	Q3 15
Net income	$69	$68	$70
Average FFELP Loans	$91,502	$93,900	$99,367
Net interest margin	0.87%	0.85%	0.81%
Annualized charge-off rate	0.09%	0.10%	0.06%
Greater than 90-day delinquency rate	6.8%	7.2%	8.5%

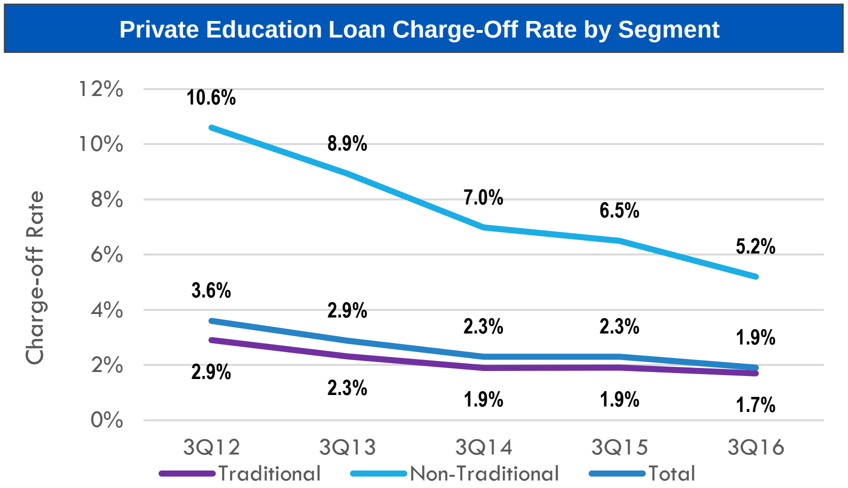
- Acquired $596 million of FFELP student loans
- Greater than 90-day delinquency rate declined by 20% from the prior year

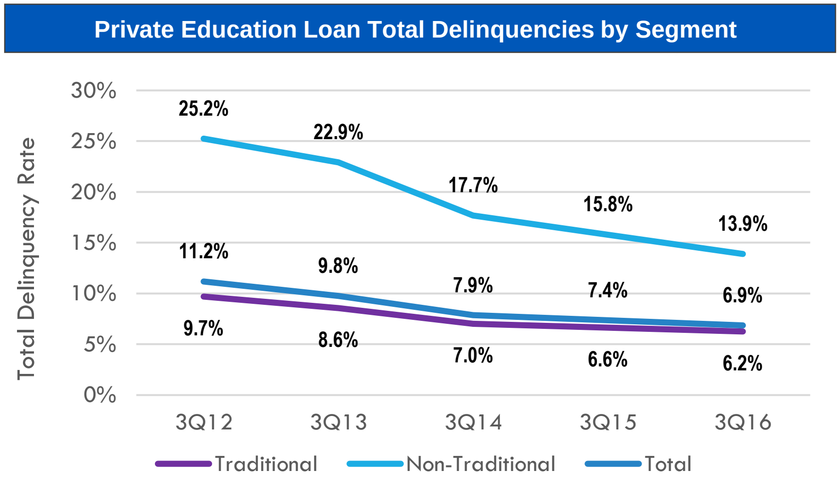
Private Education Loans Segment “Core Earnings” Basis

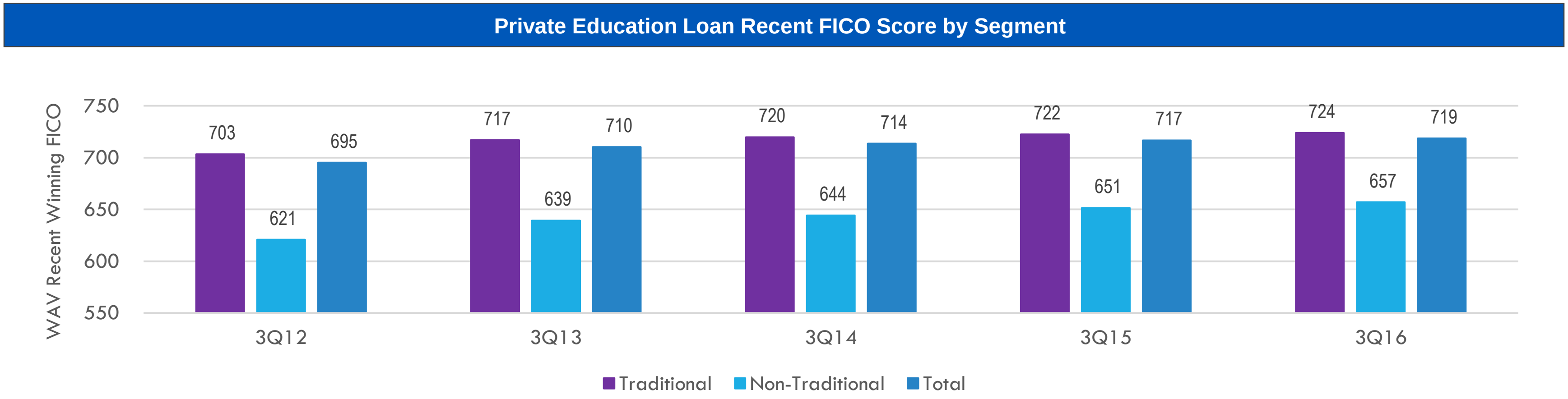
(In millions)	Q3 16	Q2 16	Q3 15
Net income	$60	$57	$77
Average Private Education Loans	$24,948	$25,700	$28,383
Net interest margin	3.48%	3.50%	3.77%
Provision for loan losses	$92	$100	$117
Charge-offs	$112	$127	$148
Annualized charge-off rate	1.9%	2.2%	2.3%
Total delinquency rate	6.9%	6.1%	7.4%
Greater than 90-day delinquency rate	3.2%	2.9%	3.4%
Forbearance rate	4.0%	3.7%	4.0%

- Loans delinquent greater than 90 days declined by $129 million from the year ago quarter
- Charge-offs down 24% from year ago quarter
- Acquired $66 million of Private Education Loans

Private Education Loans Segment Continued Improving Credit Quality







Business Services Segment
“Core Earnings” Basis

(In millions)	Q3 16	Q2 16	Q3 15
Net income	$81	$81	$79
Intercompany loan servicing revenue	$96	$99	$106
Third-Party Loan servicing revenue	$53	$51	$47
Asset recovery & business processing revenue	$97	$101	$85
Federal Loans serviced ($’s in billions)	$291	$289	$289
Department of Education accounts serviced	6.2	6.2	6.3
Contingency asset recovery receivables ($’s in billions)	$19.9	$19.2	$25.8

Q3 2016 Capital Markets Summary

- Acquired $662 million of student loans
- Issued $1.0 billion of FFELP ABS
- In total, Navient has extended the legal final maturity dates for $7.3 billion of bonds[1]
- Issued $1.3 billion in unsecured debt
- Reduced unsecured debt by $625 million
  - Repurchased $538 million of unsecured debt and had maturities of $87 million during the quarter
  - In addition, on September 23, 2016, the company announced a make whole call, effective October 25th, for the $691 million of unsecured debt due January 2017
- Returned $249 million to shareholders through share repurchases and dividends

[1] As of October 18, 2016
The tangible net asset ratio equals GAAP tangible assets less secured debt and other liabilities adjusted for the impact of derivative accounting under GAAP and unamortized net floor premiums divided by unsecured debt

GAAP Results

(In millions, except per share amounts)	Q3 16	Q2 16	Q3 15
Net income	$230	$125	$237
EPS	$0.73	$0.38	$0.63
Operating expenses	$228	$230	$228
Provision	$106	$110	$123
Average Student Loans	$116,450	$119,600	$127,750

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Appendix

Education Loan Portfolio Generates Significant Cash Flows

Projected Life of Loan Cash Flows over ~20 Years

$'s in Billions	
FFELP Cash Flows	**9/30/16**
Secured	
Residual (including O/C)	$6.8
Floor Income	2.4
Servicing	3.2
Total Secured	$12.4
Unencumbered	1.1
Total FFELP Cash Flows	**$13.5**
Private Credit Cash Flows	
Secured	
Residual (including O/C)	$11.1
Servicing	1.0
Total Secured	$12.1
Unencumbered	3.8
Total Private Cash Flows	**$15.9**
Combined Cash Flows before Unsecured Debt	**$29.4**

These projections are based on internal estimates and assumptions and are subject to ongoing review and modification. These projections may prove to be incorrect.

Enhancing Cash Flows[1]

- Generated $3 billion of cash flows in the first nine months of 2016
- Reduced unsecured debt by $1.3 billion[2] and returned $0.7 billion to shareholders through share repurchases and dividends in the first nine months of 2016
- Acquired $2.8 billion of student loans in the first nine months of 2016
- $29.4 billion of estimated future cash flows remain over ~ 20 years
  - Includes ~$11 billion of overcollateralization[3] (O/C) to be released from residuals
- $3.9 billion of unencumbered student loans
- $1.1 billion of hedged FFELP Loan embedded floor income

[1] As of September 30, 2016
[2] Including $691 million of unsecured debt being called on 10/25/2016
[3] Includes $1.5B O/C related to six private education ABS trusts securing our private education loan ABS repurchase transactions

Private Education Loans Segment
Allowance for Loan Loss – Core Earnings Basis

	September 30, 2016			September 30, 2015		
	Allowance	Ending Balance	Allowance as % of Ending Balance	Allowance	Ending Balance	Allowance as % of Ending Balance
Non-TDR Loans	$ 239	$ 14,204	1.7%	$ 258	$ 17,926	1.4%
TDR Loans	1,153	10,832	10.6%	1,247	10,559	11.8%
Total before RPCO	1,392	25,036	5.6%	1,505	28,485	5.3%
RPCO		828	0.0%		892	0.0%
Total	$ 1,392	$ 25,864	5.4%	$ 1,505	$ 29,377	5.1%

Troubled Debt Restructurings (TDR)
Receivable for Partially Charged-Off Private Education Loans (RPCO)

Private Education Loan Seasoning – “Core Earnings” Basis

September 30, 2016

Traditional Portfolio

	Monthly Scheduled Payments Received											
Loan Status	0-12 payments		13-24 payments		25-36 payments		37-48 payments		More than 48 payments		**Total**	
Not Yet in Repayment											**1,405**	
Loans in Forbearance	250	21.0%	107	8.5%	106	5.3%	106	3.7%	264	1.9%	**833**	3.9%
Loans in Repayment- Current	735	61.7%	995	78.6%	1,703	84.9%	2,594	89.4%	13,444	94.4%	**19,471**	90.1%
Loans in Repayment- Delinq 31-60 days	51	4.3%	48	3.8%	61	3.0%	69	2.4%	205	1.4%	**434**	2.0%
Loans in Repayment- Delinq 61-90 days	41	3.5%	33	2.6%	39	2.0%	40	1.4%	109	0.8%	**262**	1.2%
Loans in Repayment- Delinq 90 + days	115	9.6%	82	6.5%	98	4.9%	92	3.2%	214	1.5%	**601**	2.8%
Total Loans in Repayment or Forbearance	**$ 1,192**	**100%**	**$ 1,265**	**100%**	**$ 2,007**	**100%**	**$ 2,901**	**100%**	**$ 14,236**	**100%**	**$ 21,601**	**100%**
Charge-offs as a % of loans in repayment	**9.3%**		**4.0%**		**2.8%**		**1.7%**		**0.8%**		**1.7%**	

Non Traditional Portfolio

	Monthly Scheduled Payments Received											
Loan Status	0-12 payments		13-24 payments		25-36 payments		37-48 payments		More than 48 payments		**Total**	
Not Yet in Repayment											**134**	
Loans in Forbearance	42	26.8%	15	9.3%	15	6.4%	12	4.5%	24	2.3%	**108**	5.7%
Loans in Repayment- Current	67	43.2%	115	69.3%	171	75.2%	220	81.2%	966	89.7%	**1,539**	81.2%
Loans in Repayment- Delinq 31-60 days	11	6.8%	8	4.8%	10	4.6%	12	4.3%	32	2.9%	**73**	3.9%
Loans in Repayment- Delinq 61-90 days	10	6.3%	8	4.6%	9	4.1%	7	2.7%	18	1.7%	**52**	2.7%
Loans in Repayment- Delinq 90 + days	26	16.9%	19	11.5%	22	9.7%	20	7.3%	37	3.4%	**124**	6.5%
Total Loans in Repayment or Forbearance	**$ 156**	**100%**	**$ 165**	**100%**	**$ 227**	**100%**	**$ 271**	**100%**	**$ 1,077**	**100%**	**$ 1,896**	**100%**
Charge-offs as a % of loans in repayment	**23.6%**		**9.2%**		**7.3%**		**4.3%**		**2.2%**		**5.2%**	

Total

	Monthly Scheduled Payments Received											
Loan Status	0-12 payments		13-24 payments		25-36 payments		37-48 payments		More than 48 payments		**Total**	
Not Yet in Repayment											**1,539**	
Loans in Forbearance	292	21.7%	122	8.5%	121	5.4%	118	3.7%	288	1.9%	**941**	4.0%
Loans in Repayment- Current	802	59.5%	1,110	77.6%	1,874	83.9%	2,814	88.7%	14,410	94.1%	**21,010**	89.4%
Loans in Repayment- Delinq 31-60 days	62	4.6%	56	4.0%	71	3.2%	81	2.5%	237	1.5%	**507**	2.2%
Loans in Repayment- Delinq 61-90 days	51	3.8%	41	2.9%	48	2.1%	47	1.5%	127	0.8%	**314**	1.3%
Loans in Repayment- Delinq 90 + days	141	10.5%	101	7.0%	120	5.4%	112	3.5%	251	1.6%	**725**	3.1%
Total Loans in Repayment or Forbearance	**$ 1,348**	**100%**	**$ 1,430**	**100%**	**$ 2,234**	**100%**	**$ 3,172**	**100%**	**$ 15,313**	**100%**	**$ 23,497**	**100%**
Charge-offs as a % of loans in repayment	**10.9%**		**4.6%**		**3.2%**		**1.9%**		**0.8%**		**1.9%**	

Private Education Loan Seasoning – "Core Earnings" Basis

September 30, 2015

Traditional Portfolio

Loan Status	0-12 payments		13-24 payments		25-36 payments		37-48 payments		More than 48 payments		Total	
	Monthly Scheduled Payments Received											
Not Yet in Repayment											**2,128**	
Loans in Forbearance	324	19.3%	135	6.4%	135	4.2%	114	3.1%	216	1.6%	**924**	3.8%
Loans in Repayment- Current	1,047	62.1%	1,714	81.8%	2,830	87.5%	3,331	90.6%	12,674	94.8%	**21,596**	89.8%
Loans in Repayment- Delinq 31-60 days	85	5.0%	70	3.4%	80	2.5%	80	2.2%	189	1.4%	**504**	2.1%
Loans in Repayment- Delinq 61-90 days	72	4.3%	52	2.5%	61	1.9%	47	1.3%	106	0.8%	**338**	1.4%
Loans in Repayment- Delinq 90 + days	156	9.3%	125	5.9%	127	3.9%	104	2.8%	180	1.3%	**692**	2.9%
Total Loans in Repayment or Forbearance	**$ 1,684**	**100%**	**$ 2,096**	**100%**	**$ 3,233**	**100%**	**$ 3,676**	**100%**	**$ 13,365**	**100%**	**$ 24,054**	**100%**
Charge-offs as a % of loans in repayment	**10.5%**		**3.9%**		**2.1%**		**1.4%**		**0.7%**		**1.9%**	

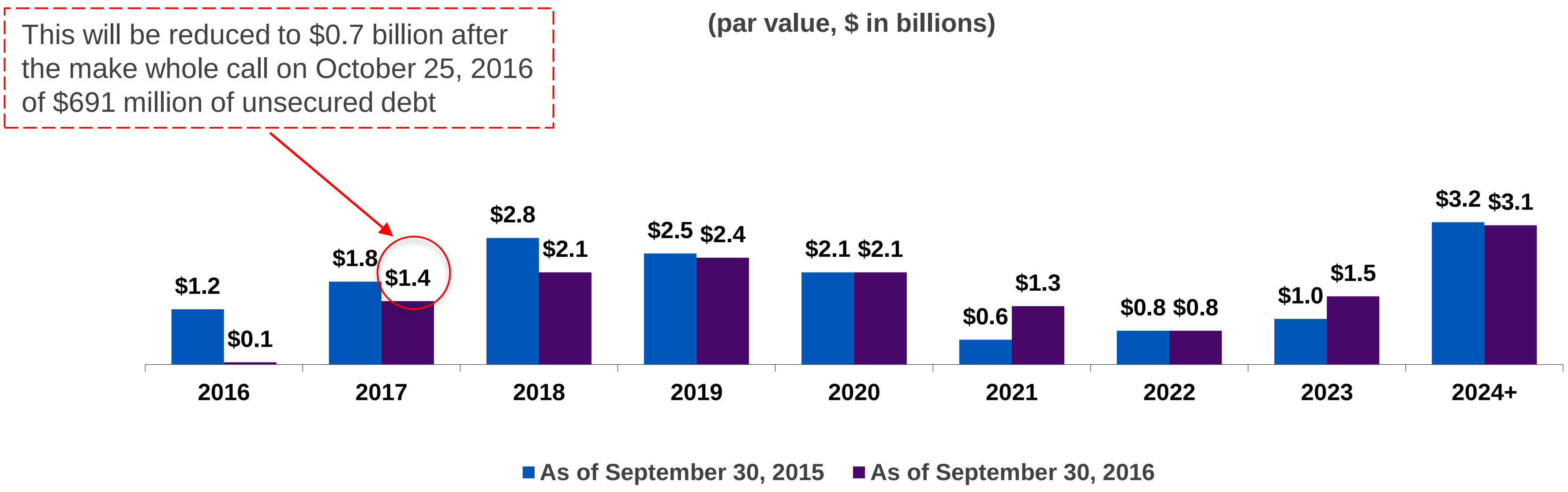
Non-Traditional Portfolio

Loan Status	0-12 payments		13-24 payments		25-36 payments		37-48 payments		More than 48 payments		Total	
	Monthly Scheduled Payments Received											
Not Yet in Repayment											**207**	
Loans in Forbearance	55	22.5%	19	7.7%	16	5.1%	11	3.7%	21	2.1%	**122**	5.8%
Loans in Repayment- Current	116	47.8%	166	69.1%	237	76.1%	243	82.1%	900	89.4%	**1,662**	79.3%
Loans in Repayment- Delinq 31-60 days	16	6.8%	12	5.2%	17	5.3%	11	3.7%	29	2.9%	**85**	4.1%
Loans in Repayment- Delinq 61-90 days	16	6.7%	11	4.7%	11	3.6%	9	3.1%	18	1.8%	**65**	3.1%
Loans in Repayment- Delinq 90 + days	39	16.2%	32	13.3%	31	9.9%	22	7.4%	38	3.8%	**162**	7.7%
Total Loans in Repayment or Forbearance	**$ 242**	**100%**	**$ 240**	**100%**	**$ 312**	**100%**	**$ 296**	**100%**	**$ 1,006**	**100%**	**$ 2,096**	**100%**
Charge-offs as a % of loans in repayment	**25.6%**		**11.0%**		**5.7%**		**4.5%**		**2.3%**		**6.5%**	

Total

Loan Status	0-12 payments		13-24 payments		25-36 payments		37-48 payments		More than 48 payments		Total	
	Monthly Scheduled Payments Received											
Not Yet in Repayment											**2,335**	
Loans in Forbearance	379	19.7%	154	6.6%	151	4.3%	125	3.1%	237	1.6%	**1,046**	4.0%
Loans in Repayment- Current	1,163	60.4%	1,880	80.5%	3,067	86.5%	3,574	90.0%	13,574	94.5%	**23,258**	88.9%
Loans in Repayment- Delinq 31-60 days	101	5.3%	82	3.5%	97	2.8%	91	2.3%	218	1.5%	**589**	2.3%
Loans in Repayment- Delinq 61-90 days	88	4.5%	63	2.7%	72	2.0%	56	1.4%	124	0.9%	**403**	1.5%
Loans in Repayment- Delinq 90 + days	195	10.1%	157	6.7%	158	4.4%	126	3.2%	218	1.5%	**854**	3.3%
Total Loans in Repayment or Forbearance	**$ 1,926**	**100%**	**$ 2,336**	**100%**	**$ 3,545**	**100%**	**$ 3,972**	**100%**	**$ 14,371**	**100%**	**$ 26,150**	**100%**
Charge-offs as a % of loans in repayment	**12.6%**		**4.7%**		**2.4%**		**1.7%**		**0.8%**		**2.3%**	

Managing Unsecured Debt Maturities



Long Term Conservative Funding Approach

- Important to maintain our credit ratings to support ongoing access to the unsecured debt markets
- Manage tangible net asset ratio to a range of 1.2x to 1.3x
  - 1.24x as of September 30, 2016
- Reduced total unsecured maturities to $13.9 billion[1] from $16.0 billion a year ago through opportunistic debt repurchases and maturities

[1] Excludes the $691 million of unsecured debt being called on October 25, 2016
The tangible net asset ratio equals GAAP tangible assets less secured debt and other liabilities adjusted for the impact of derivative accounting under GAAP and unamortized net floor premiums divided by unsecured debt

Differences between “Core Earnings” and GAAP

“Core Earnings” adjustments to GAAP:	Quarters Ended Sept. 30, 2016	 June 30, 2016	 Sept. 30, 2015
GAAP net income	$230	$125	$237
Net impact of derivative accounting	(139)	32	(108)
Net impact of goodwill and acquired intangible assets	12	6	3
Net impact from spin-off of SLM BankCo	-	-	-
Net income tax effect	54	(9)	42
Total “Core Earnings” adjustments to GAAP	(73)	29	(63)
“Core Earnings” net income	$157	$154	$174