



Maximizing and Protecting Shareholder Value

We understand that our stakeholders expect us to conduct our global business in full compliance with all laws and regulations, and in accordance with the highest possible standards of ethical conduct. To fulfill those expectations, we have developed a comprehensive Governance, Ethics and Compliance program.

Strength in Governance

Our policies and procedures comply with all requirements of the Sarbanes-Oxley Act of 2002, the New York Stock Exchange corporate governance rules and U.S. federal securities laws. The company's management is overseen by the board of directors, whose primary responsibility is to act in the best interest of the company and its shareholders. The board of directors has seven committees, including a Corporate Social Responsibility Committee, which is made up entirely of outside directors.

The board of directors is subject to our Corporate Code of Conduct and our Corporate Governance Guidelines (available at bnymellon.com/ethics). The directors annually determine the independence of the non-management directors and complete a board self-evaluation. Board members engage in ongoing communications with senior management and have full access to all employees. There is also a well-publicized procedure for interested parties to report any concerns about business conduct, accounting practices, internal accounting controls, auditing matters or any other matter to the lead director of the board.

More than three-quarters of our directors have been determined to be independent directors in accordance with independence standards and applicable laws and regulations, including the listing standards of the New York Stock Exchange.

Rigorous Compliance Standards

Our compliance program helps ensure that the company complies with relevant laws, regulations and market standards. Three overriding principles govern the program.

- Compliance governs our day-to-day business
- Compliance is everyone's responsibility
- Compliance includes verification

A dedicated team of compliance professionals provides leadership and guidance and facilitates effective programs to minimize franchise and reputation risk, protecting shareholder value. Key elements required for execution of the program include:

- Identification of new and changing laws and regulations
- Establishment of standards (policies)
- Development and delivery of compliance-focused training
- Monitoring business processes to determine compliance has been achieved
- Identification of correction actions for any deficiencies identified

Additionally, our Human Resources (HR) team maintains a compliance-focused mindset. HR operates within a multitude of global laws and regulations, and every HR employee plays a role in ensuring that compliance is fully addressed in all that we do. HR policies and processes are reviewed and validated to ensure compliance with employment law, local nuances and changing regulations. As a result, HR has a strong foundation of compliance.

Under The Community Reinvestment Act (CRA), the company's bank subsidiaries are obliged to serve the credit needs of their communities, including the needs of low- and moderate-income individuals and families. Through community development loans, investments and services, The Bank of New York Mellon supports our banking communities located in California, Connecticut, Delaware, Florida, Maryland, Massachusetts, New York, New Jersey and Pennsylvania.

The Bank of New York Mellon is a leader in community development, offering comprehensive financing packages that respond to the affordable housing and economic development needs in our communities through lending investments and grants. Our community development grant funding priorities include:

- Affordable housing
- Economic development
- Financial literacy and homeownership education
- Human services

All our banks have achieved "Outstanding" CRA ratings in public evaluations conducted by their regulatory agencies.

"The Corporate Social Responsibility Committee of the Board has engaged with management and is extremely impressed with the progress the company is making in this important area."

Ruth Bruch
Senior Vice President and
Chief Information Officer
Kellogg Company



Emphasis on Ethics

When ethical situations arise in the normal course of doing business, we strongly encourage all employees to make decisions consistent with our reputation for integrity. Our commitment extends to providing employees with a number of ethics-related tools and resources, including:

- A dedicated Ethics Office whose mission is to provide guidance to employees to help them perform their jobs to the highest ethical standards and to minimize conflicts of interest
- A written Code of Conduct that provides a framework for maintaining the highest standards of professional conduct
- A comprehensive Personal Securities Trading Program designed to ensure that employees' personal investments are free from conflicts of interest and in compliance with all applicable laws and regulations
- Multiple options to report suspected or actual breaches of law, regulations, the Code of Conduct or any company policy or procedure, including our confidential and anonymous Ethics Help Line
- Annual employee ethics training and re-commitment to the Code of Conduct in order to uphold company Values

Engaging our Shareholders

The management team at The Bank of New York Mellon is committed to creating long-term value for our clients and shareholders. Our long-term financial goals are focused on achieving superior total returns for shareholders by generating first quartile earnings per share growth over time relative to a group of 12 peer companies. Key components of this strategy include:

- Providing the best client service versus peers (as measured through independent surveys)
- Strong investment performance (relative to investment benchmarks)
- Above median revenue growth (relative to peer companies for each of our businesses)
- Competitive margins
- Positive operating leverage

In compliance with SEC regulations, we provide quarterly and annual reports that detail our financial results. Our goal in all of our financial disclosures is to provide investors with the highest level of transparency. In addition to publicly filed financial documents, investors can access our investor relations Web site at bnymellon.com/investorrelations for additional shareholder presentations and business performance information.

Our Investor Relations group maintains an active dialogue with senior management, providing daily and weekly updates related to shareholder and market commentary. Our senior management is also actively engaged with our shareholders, securities analysts, rating agencies and others in the investment community.

Board of Directors Committee Structure

AUDIT AND
EXAMINING COMMITTEE

CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE

CORPORATE SOCIAL
RESPONSIBILITY COMMITTEE

EXECUTIVE COMMITTEE

HUMAN RESOURCES AND
COMPENSATION COMMITTEE

INTEGRATION COMMITTEE

RISK COMMITTEE
